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Form 990-PF

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation THE BEIRNE FOUNDATION INC, A Employer identification number 13-3583634, B Telephone number, C If exemption application is pending, D 1. Foreign organizations, D 2. Foreign organizations meeting the 85% test, E If private foundation status was terminated, F If the foundation is in a 60-month termination

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	18,686	16,157	16,157	
	2 Savings and temporary cash investments	5,577	8,008	8,008	
	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 page 15 of the 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				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	320,952	271,145	315,924	
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)	18,546	0	0		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	363,761	295,310	340,089		
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 ▶ _____)	243	247			
23 Total liabilities (add lines 17 through 22)	243	247			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg, and equipment fund					
29 Retained earnings, accumulated income, endowment, or other funds	363,518	295,063			
30 Total net assets or fund balances (see page 17 of the instructions)	363,518	295,063			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	363,761	295,310			

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	363,518
2	Enter amount from Part I, line 27a	2	-68,455
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	295,063
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	295,063

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)
1 a	SANFORD BERNSTEIN -ST SEE STMT			
b	SANFORD BERNSTEIN -ST SEE STMT			
c	SANFORD BERNSTEIN -LT SEE STMT			
d	SANFORD BERNSTEIN -LT SEE STMT			
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	88,023		87,140	883
b	6,201		5,950	251
c	25,851		26,082	-231
d	93,956		72,322	21,634
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			883
b			251
c			-231
d			21,634
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	22,537
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	

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 page 18 of 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	177,315	476,444	0.372163
2010	88,501	560,692	0.157842
2009	102,197	512,014	0.199598
2008	163,340	690,683	0.236491
2007	198,969	947,835	0.209919

2	Total of line 1, column (d).	2	1.176013
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	0.235203
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	374,750
5	Multiply line 4 by line 3.	5	88,142
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	289
7	Add lines 5 and 6.	7	88,431
8	Enter qualifying distributions from Part XII, line 4.	8	97,111

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	289
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	289
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	289
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,062
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	1,062
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	773
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ▶ 773 Refunded ▶	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? <input checked="" type="checkbox"/>		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> <input checked="" type="checkbox"/>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i> <input checked="" type="checkbox"/>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE, NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
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)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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		No
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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes	
14 The books are in care of ▶ <u>PAUL BEIRNE</u> Telephone no ▶ <u>(212) 265-9090</u> Located at ▶ <u>25 CENTRAL PARK WEST NEW YORK NY</u> ZIP +4 ▶ <u>10023</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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		No

See 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b			
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			No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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			No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
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			No

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

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	
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 N/A	
2	
3 All other program-related investments. See page 24 of the instructions	

Total. Add lines 1 through 3. **▶**

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	324,852
b	Average of monthly cash balances.	1b	40,779
c	Fair market value of all other assets (see instructions).	1c	14,826
d	Total (add lines 1a, b, and c).	1d	380,457
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	0
3	Subtract line 2 from line 1d.	3	380,457
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	5,707
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	374,750
6	Minimum investment return. Enter 5% of line 5.	6	18,738

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	18,738
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	289
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	289
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	18,449
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	18,449
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	18,449

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	97,111
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	97,111
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	289
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	96,822

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				18,449
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010, 2009, 2008		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	154,489			
b From 2008.	129,086			
c From 2009.	76,772			
d From 2010.	60,958			
e From 2011.	154,413			
f Total of lines 3a through e.	575,718			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>97,111</u>				
a Applied to 2011, but not more than line 2a			0	
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.				18,449
e Remaining amount distributed out of corpus	78,662			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	654,380			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 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.				0
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).	154,489			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	499,891			
10 Analysis of line 9				
a Excess from 2008.	129,086			
b Excess from 2009.	76,772			
c Excess from 2010.	60,958			
d Excess from 2011.	154,413			
e Excess from 2012.	78,662			

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

1a 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 organization 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	
2a 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 organization 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))

PAUL BEIRNE

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
 PAUL BEIRNE
 25 CENTRAL PARK WEST
 NEW YORK, NY 10023
 (516) 874-8800

b The form in which applications should be submitted and information and materials they should include
 NONE

c Any submission deadlines
 NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 NONE

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 94,281
b <i>Approved for future payment</i>				
Total				3b

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

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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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 Table with 3 columns: (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 or fiduciary) is based on all information of which preparer has any knowledge Signature of officer or trustee Date Title

Paid Preparer Use Only Print/Type preparer's name Preparer's Signature Date Check if self-employed PTIN Firm's name FRANKEL LOUGHRAN STARR & VALLONE Firm's address GARDEN CITY, NY 11530 Firm's EIN Phone no (516) 874-8800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MUNICIPAL ART SOCIETY 457 MADISON AVENUE NEW YORK, NY 10022	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	18,400
AK CENTER FOR LAND REFORM PO BOX 91539 ANCHORAGE, AK 99509	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	550
Gracie Mansion Conservancy 88 E End Ave New York, NY 10128	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000
WORLD MONUMENTS FUND 949 PARK AVENUE NEW YORK, NY 10028	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,500
METROPOLITAN WATERFRONT ALLIANCE 457 MADISON AVENUE NEW YORK, NY 10022	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000
ACRIA 230 W 38TH STREET 17TH FLOOR NEW YORK, NY 10018	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	15,000
THE AGENDA PROJECT 594 Broadway STE 1012 NEW YORK, NY 10012	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000
CITIZENS COMMITTEE FOR NYC 305 7TH AVENUE 15TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000
ROCKEFELLER UNIVERSITY 1230 YORK AVENUE NEW YORK, NY 10065	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000
ABZYME RESEARCH FOUNDATION 364 LEONARD ST BROOKLYN, NY 11211	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,300
NEW YORK ACADEMY OF ART 111 FRANKLIN STREET NEW YORK, NY 10013	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	750
PHIPPS COMMUNITY DEVELOPMENT CORP 902 BROADWAY NEW YORK, NY 100106033	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	250
Metropole Film Board Inc 145 WEST 67TH ST 36G NEW YORK, NY 10023	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	500
PREP FOR PREP 328 WEST 71ST STREET NEW YORK, NY 10023	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	250
Al Smith Memorial Foundation 1011 1st Ave STE 1400 NEW YORK, NY 10022	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMFAR 120 WALL STREET NEW YORK, NY 10005	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,735
IRISH ART CENTER 553 W 51st Street NEW YORK, NY 10019	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	500
PUBLIC ART FUND ONE EAST 53RD STREET NEW YORK, NY 10022	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,500
FDR FOUR FREEDOMS PARK 133 EAST 62ND ST NEW YORK, NY 10065	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	10,000
Epidavros Project 143 West 20th Street II-SN NEW YORK, NY 10011	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000
DOWNTOWN COMMUNITY TELEVISION CENTER 87 LAFAYETTE ST NEW YORK, NY 10013	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	250
TEANECK CREEK CONSERVANCY 20 PUFFIN WAY TEANECK, NJ 07666	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	250
AMERICAN RED CROSS 520 W 49th St NEW YORK, NY 10035	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000
Nation Institute 33 IRVING PLACE NEW YORK, NY 10003	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	250
St Paul's Cathedral Trust in America 20 W 44TH STREET NEW YORK, NY 10036	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	250
Haitian American Nurses Association PO Box 695069 Miami, FL 33269	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	250
Vineyard Theatre 108 E 15th St New York, NY 10003	none	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	250
ACTORS FUND 729 SEVENTH AVENUE 10TH FLOOR NEW YORK, NY 10019	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	250
JAZZ AT LINCOLN CENTER 33 W 66TH STREET NEW YORK, NY 10023	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,500
AMERICAN BALLET THEATRE LINCOLN CENTER 890 BROADWAY NEW YORK, NY 10023	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	3,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YMCA 5 WEST 63RD STREET NEW YORK, NY 10023	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	250
NEW YORK CITY BALLET LINCOLN CENTER NEW YORK, NY 10023	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,500
american agora foundation 33 Irving Pl New York, NY 10003	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000
PEOPLES CHURCH INC PO BOX 91539 ANCHORAGE, AK 99509	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION	18,546
Total			▶ 3a	94,281

TY 2012 Accounting Fees Schedule

Name: THE BEIRNE FOUNDATION INC

EIN: 13-3583634

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,600			2,600

**TY 2012 All Other Program
Related Investments Schedule**

Name: THE BEIRNE FOUNDATION INC

EIN: 13-3583634

Category	Amount
N/A	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: THE BEIRNE FOUNDATION INC

EIN: 13-3583634

**TY 2012 Investments Corporate
Stock Schedule**

Name: THE BEIRNE FOUNDATION INC

EIN: 13-3583634

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE STATEMENT 7A	271,145	315,924

TY 2012 Land, Etc. Schedule

Name: THE BEIRNE FOUNDATION INC

EIN: 13-3583634

TY 2012 Other Assets Schedule

Name: THE BEIRNE FOUNDATION INC

EIN: 13-3583634

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ARTWORK	18,546	0	0

TY 2012 Other Expenses Schedule

Name: THE BEIRNE FOUNDATION INC

EIN: 13-3583634

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NYS ANNUAL FILING FEE	100			100
NY LAW JOURNAL - AD	130			130
BANK CHARGES	9	9		

TY 2012 Other Income Schedule

Name: THE BEIRNE FOUNDATION INC

EIN: 13-3583634

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FEDERAL TAX REFUND	562		
MISC INCOME	207		

TY 2012 Other Liabilities Schedule

Name: THE BEIRNE FOUNDATION INC

EIN: 13-3583634

Description	Beginning of Year - Book Value	End of Year - Book Value
OTHER PAYABLE: SANFORD BERNSTE	243	247

TY 2012 Taxes Schedule

Name: THE BEIRNE FOUNDATION INC

EIN: 13-3583634

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	231	231		
FEDERAL TAX	1,062			

Capital Gains Report

THE BEIRNE FOUNDATION INC. (Account: 888-83494)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM COVERED								
01/20/2011	01/05/2012	10	LIMITED BRANDS INC	39.28	28.92	392.80	289.23	103.57
02/15/2011	01/06/2012	7	BORGWARNER INC	65.43	79.52	458.02	556.66	-98.64
09/22/2011	01/06/2012	7	PEPSICO INC	65.47	60.25	458.32	421.73	36.59
10/25/2011	01/06/2012	6	PEPSICO INC	65.47	62.03	392.84	372.20	20.64
06/02/2011	01/09/2012	10	***LYONDELLBASELL INDU-CL A	34.46	41.87	344.56	418.68	-74.12
01/27/2011	01/09/2012	10	MARATHON OIL CORP	30.55	27.22	305.53	272.18	33.35
02/28/2011	01/09/2012	10	MARATHON OIL CORP	30.55	29.93	305.53	299.28	6.25
01/20/2011	01/10/2012	30	LIMITED BRANDS INC	39.00	28.92	1,170.00	867.70	302.30
02/24/2011	01/11/2012	5	CELGENE CORP	70.98	52.73	354.92	263.66	91.26
01/20/2011	01/11/2012	8	ROCKWELL AUTOMATION INC	77.95	74.75	623.57	598.00	25.57
03/11/2011	01/24/2012	15	AT&T INC	29.99	28.36	449.89	425.41	24.48
03/15/2011	01/24/2012	10	AT&T INC	29.99	27.83	299.92	278.34	21.58
03/21/2011	01/24/2012	3	ALLERGAN INC	88.38	70.43	265.14	211.30	53.84
11/14/2011	01/24/2012	1	APPLE INC	424.00	379.55	424.00	379.55	44.45
07/21/2011	01/24/2012	25	APPLIED MATERIALS INC	12.33	12.95	308.22	323.66	-15.44
02/25/2011	01/24/2012	13	CITIGROUP INC	29.67	46.85	385.66	609.08	-223.42
02/24/2011	01/24/2012	5	CELGENE CORP	73.65	52.73	368.24	263.66	104.58
03/15/2011	01/24/2012	6	DTE ENERGY COMPANY	52.84	48.14	317.03	288.85	28.18
09/02/2011	01/24/2012	5	DEVON ENERGY CORPORATION	64.38	65.20	321.92	326.00	-4.08
01/09/2012	01/24/2012	10	DOLLAR GENERAL CORP	41.80	40.72	418.00	407.20	10.80
07/26/2011	01/24/2012	3	EOG RESOURCES INC	104.41	106.52	313.24	319.55	-6.31
08/01/2011	01/24/2012	15	FMC TECHNOLOGIES INC	52.49	44.92	787.31	673.78	113.53
01/05/2012	01/24/2012	10	GENERAL MILLS INC	40.26	40.69	402.63	406.92	-4.29
02/22/2011	01/24/2012	10	INTUIT INC	57.41	52.83	574.14	528.30	45.84
08/17/2011	01/24/2012	12	JPMORGAN CHASE & CO	37.66	36.48	451.90	437.80	14.10
12/06/2011	01/24/2012	5	JOHNSON & JOHNSON	64.94	63.57	324.71	317.85	6.86
06/02/2011	01/24/2012	10	***LYONDELLBASELL INDU-CL A	39.76	41.87	397.63	418.68	-21.05
04/07/2011	01/24/2012	10	MONSANTO CO	79.75	68.44	797.52	684.44	113.08
08/10/2011	01/24/2012	10	METLIFE INC	36.79	32.63	367.87	326.30	41.57
07/29/2011	01/24/2012	20	MARATHON PETROLEUM CORP	38.78	43.82	775.68	876.50	-100.82
05/23/2011	01/24/2012	10	ORACLE CORP	28.59	33.35	285.86	333.48	-47.62
11/14/2011	01/24/2012	3	PERRIGO INC	96.62	92.39	289.86	277.16	12.70
10/25/2011	01/24/2012	1	PRECISION CASTPARTS CORP	174.34	172.10	174.34	172.10	2.24
01/12/2012	01/24/2012	2	PRECISION CASTPARTS CORP	174.34	172.87	348.68	345.74	2.94
03/14/2011	01/24/2012	8	PROCTER & GAMBLE CO	64.54	60.97	516.31	487.79	28.52
02/15/2011	01/24/2012	5	QUALCOMM INC	58.39	58.71	291.95	293.56	-1.61
02/18/2011	01/24/2012	10	QUALCOMM INC	58.39	59.08	583.91	590.84	-6.93
11/03/2011	01/24/2012	1	ROCKWELL AUTOMATION INC	81.47	71.25	81.47	71.25	10.22
12/02/2011	01/24/2012	3	SALESFORCE.COM INC	116.79	119.34	350.36	358.03	-7.67
03/08/2011	01/24/2012	15	TRAVELERS COS INC/THE	58.33	59.33	874.98	889.92	-14.94
06/01/2011	01/24/2012	10	VIACOM INC-CLASS B	48.03	50.82	480.32	508.20	-27.88
06/10/2011	01/24/2012	5	VIACOM INC-CLASS B	48.03	48.40	240.16	242.00	-1.84
08/04/2011	01/24/2012	5	VISA INC - CLASS A SHRS	100.45	85.68	502.27	428.38	73.89
01/05/2012	01/24/2012	7	WATSON PHARMACEUTICALS INC	56.06	61.50	392.43	430.52	-38.09
01/10/2012	01/24/2012	5	WATSON PHARMACEUTICALS INC	56.06	64.06	280.31	320.31	-40.00
01/10/2012	01/24/2012	90	BERNSTEIN INTERNATIONAL	13.22	12.68	1,198.97	1,150.00	48.97

Capital Gains Report

THE BEIRNE FOUNDATION INC. (Account: 888-83494)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
		.694	PORTFOLIO					
01/27/2011	01/26/2012	5	MARATHON PETROLEUM CORP	38.38	35.24	191.91	176.18	15.73
02/28/2011	01/26/2012	5	MARATHON PETROLEUM CORP	38.38	38.74	191.91	193.71	-1.80
08/22/2011	01/26/2012	10	MARATHON PETROLEUM CORP	38.38	33.86	383.82	338.58	45.24
02/11/2011	01/30/2012	1	AMAZON.COM INC	192.27	186.70	192.27	186.70	5.57
02/01/2011	01/31/2012	33	LOWE'S COS INC	26.85	24.97	886.05	824.09	61.96
06/02/2011	02/02/2012	10	***LYONDELLBASELL INDU-CL A	43.51	41.87	435.11	418.68	16.43
07/29/2011	02/03/2012	5	VF CORP	133.38	116.61	666.90	583.04	83.86
12/29/2011	02/08/2012	10	ILLUMINA INC	52.10	30.02	520.97	300.21	220.76
09/23/2011	02/14/2012	10	MARATHON PETROLEUM CORP	44.04	29.98	440.35	299.82	140.53
05/16/2011	02/15/2012	15	GENERAL MILLS INC	39.60	39.56	594.07	593.41	0.66
10/24/2011	02/16/2012	8	ESTEE LAUDER COMPANIES-CL A	55.60	49.36	444.77	394.89	49.88
08/04/2011	02/16/2012	3	VF CORP	146.38	110.65	439.13	331.96	107.17
03/17/2011	02/23/2012	5	MONSANTO CO	77.69	67.12	388.43	335.59	52.84
06/22/2011	02/28/2012	20	GENERAL MOTORS CO	26.24	30.02	524.78	600.47	-75.69
08/19/2011	03/05/2012	35	CMS ENERGY CORP	21.53	18.92	753.42	662.26	91.16
10/11/2011	03/05/2012	20	CMS ENERGY CORP	21.53	20.05	430.53	400.96	29.57
07/06/2011	03/05/2012	10	CENTURYLINK INC	38.59	41.11	385.89	411.07	-25.18
01/12/2012	03/14/2012	35	**NEXEN INC	19.91	17.81	696.74	623.35	73.39
06/17/2011	03/16/2012	15	MOODY'S CORP	41.84	36.07	627.66	541.00	86.66
06/17/2011	03/20/2012	15	UNITEDHEALTH GROUP INC	55.07	50.09	826.01	751.34	74.67
08/01/2011	03/09/2012	15	CBRE GROUP INC	19.15	21.88	287.24	328.18	-40.94
02/17/2012	03/09/2012	20	CBRE GROUP INC	19.15	19.10	382.99	381.98	1.01
02/06/2012	03/21/2012	7	LAS VEGAS SANDS CORP	57.72	51.82	404.07	362.71	41.36
05/16/2011	03/22/2012	11	***TRANSOCEAN LTD	55.07	69.12	605.72	760.35	-154.63
02/09/2012	03/27/2012	1	GOLDMAN SACHS GROUP INC	126.89	116.08	126.89	116.08	10.81
10/03/2011	03/27/2012	25	METLIFE INC	38.14	27.67	953.47	691.69	261.78
08/12/2011	03/29/2012	1	DTE ENERGY COMPANY	54.83	46.94	54.82	46.94	7.88
12/12/2011	04/03/2012	7	ILLUMINA INC	51.62	27.16	361.37	190.11	171.26
11/18/2011	04/12/2012	10	GENERAL MILLS INC	38.59	38.81	385.86	388.08	-2.22
08/23/2011	04/13/2012	10	GENERAL MILLS INC	38.84	36.40	388.39	364.03	24.36
08/31/2011	04/13/2012	10	GENERAL MILLS INC	38.84	37.94	388.39	379.39	9.00
11/02/2011	04/13/2012	15	GENERAL MILLS INC	38.84	38.51	582.59	577.59	5.00
02/17/2012	04/19/2012	4	PERRIGO INC	106.05	95.05	424.19	380.19	44.00
02/22/2012	04/19/2012	4	PERRIGO INC	106.05	94.76	424.19	379.06	45.13
05/06/2011	04/23/2012	3	FLOWERVE CORPORATION	109.26	122.18	327.77	366.53	-38.76
07/12/2011	04/25/2012	20	BROADCOM CORP-CL A	36.20	33.21	724.04	664.25	59.79
05/06/2011	04/25/2012	7	***POTASH CORP OF SASKATCHEWAN	44.53	53.47	311.73	374.29	-62.56
05/16/2011	04/25/2012	15	***POTASH CORP OF SASKATCHEWAN	44.53	52.25	667.99	783.68	-115.69
12/05/2011	05/02/2012	40	MORGAN STANLEY	16.94	16.45	677.42	658.10	19.32
12/06/2011	05/02/2012	35	MORGAN STANLEY	16.94	16.51	592.75	577.81	14.94
02/13/2012	05/02/2012	15	MORGAN STANLEY	16.94	19.74	254.03	296.04	-42.01
02/27/2012	05/02/2012	5	QUALCOMM INC	64.03	63.44	320.15	317.20	2.95
02/03/2012	05/08/2012	9	VERTEX PHARMACEUTICALS INC	61.11	36.92	549.99	332.24	217.75
07/15/2011	05/14/2012	10	EXPRESS SCRIPTS HOLDING CO	53.98	51.88	539.80	518.82	20.98
06/01/2011	05/21/2012	13	TRW AUTOMOTIVE HOLDINGS CORP	38.84	55.56	504.86	722.32	-217.46
10/11/2011	05/21/2012	2	TRW AUTOMOTIVE HOLDINGS CORP	38.84	38.80	77.67	77.60	0.07
11/14/2011	05/24/2012	5	TIME WARNER CABLE	75.86	60.87	379.32	304.34	74.98
05/03/2012	06/04/2012	40	GENERAL ELECTRIC CO	18.15	19.70	725.95	787.92	-61.97

Capital Gains Report

THE BEIRNE FOUNDATION INC. (Account: 888-83494)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/06/2012	06/04/2012	30	LIBERTY INTERACTIVE CORP-A	16.07	18.53	482.09	555.87	-73.78
05/03/2012	06/04/2012	10	***LYONDELLBASELL INDU-CL A	36.41	41.97	364.11	419.70	-55.59
08/19/2011	06/04/2012	25	***MARVELL TECHNOLOGY GROUP LT	11.98	12.69	299.61	317.25	-17.64
09/16/2011	06/04/2012	25	***MARVELL TECHNOLOGY GROUP LT	11.98	15.18	299.61	379.43	-79.82
10/20/2011	06/04/2012	30	***MARVELL TECHNOLOGY GROUP LT	11.98	13.32	359.52	399.46	-39.94
10/31/2011	06/04/2012	35	***MARVELL TECHNOLOGY GROUP LT	11.98	14.07	419.45	492.31	-72.86
01/09/2012	06/04/2012	10	***POTASH CORP OF SASKATCHEWAN	36.94	41.39	369.39	413.91	-44.52
08/16/2011	06/06/2012	100	CORNING INC	12.75	15.18	1,275.26	1,518.07	-242.81
03/23/2012	06/06/2012	3	JPMORGAN CHASE & CO	33.10	44.80	99.31	134.41	-35.10
03/28/2012	06/06/2012	10	JPMORGAN CHASE & CO	33.10	46.10	331.02	461.00	-129.98
08/01/2011	06/08/2012	20	CBRE GROUP INC	16.05	21.88	321.04	437.57	-116.53
09/30/2011	06/08/2012	40	CBRE GROUP INC	16.05	13.88	642.08	555.14	86.94
03/23/2012	06/08/2012	14	JPMORGAN CHASE & CO	33.58	44.80	470.07	627.26	-157.19
09/20/2011	06/11/2012	10	DOLLAR GENERAL CORP	50.45	37.82	504.45	378.18	126.27
05/10/2012	06/12/2012	6	DEVON ENERGY CORPORATION	57.40	64.82	344.42	388.90	-44.48
03/16/2012	06/29/2012	10	GILEAD SCIENCES INC	50.87	46.68	508.73	466.85	41.88
10/26/2011	07/05/2012	30	CENTERPOINT ENERGY INC	20.48	21.04	614.52	631.20	-16.68
01/26/2012	07/06/2012	4	EMERSON ELECTRIC CO	44.79	51.96	179.16	207.85	-28.69
02/13/2012	07/06/2012	6	EMERSON ELECTRIC CO	44.79	52.22	268.74	313.33	-44.59
01/11/2012	07/10/2012	10	STRYKER CORP	53.17	52.65	531.68	526.54	5.14
04/24/2012	07/11/2012	10	DANAHER CORP	50.35	53.13	503.50	531.29	-27.79
08/01/2011	07/13/2012	5	ANADARKO PETROLEUM CORP	68.69	82.10	343.46	410.49	-67.03
01/26/2012	07/20/2012	7	EMERSON ELECTRIC CO	46.30	51.96	324.10	363.75	-39.65
01/31/2012	07/20/2012	2	EMERSON ELECTRIC CO	46.30	51.25	92.60	102.50	-9.90
03/14/2012	07/20/2012	11	EMERSON ELECTRIC CO	46.30	51.83	509.30	570.15	-60.85
01/31/2012	07/24/2012	5	EMERSON ELECTRIC CO	45.28	51.25	226.40	256.26	-29.86
04/24/2012	07/24/2012	15	EMERSON ELECTRIC CO	45.28	50.92	679.21	763.76	-84.55
02/17/2012	07/25/2012	10	INFORMATICA CORPORATION	27.83	48.20	278.35	481.99	-203.64
10/25/2011	07/25/2012	3	PRECISION CASTPARTS CORP	159.90	172.10	479.70	516.29	-36.59
02/22/2012	07/25/2012	1	PRECISION CASTPARTS CORP	159.90	167.17	159.90	167.17	-7.27
01/06/2012	07/25/2012	12	STRYKER CORP	51.40	51.76	616.79	621.11	-4.32
01/13/2012	07/25/2012	8	STRYKER CORP	51.40	51.89	411.19	415.16	-3.97
10/19/2011	08/01/2012	9	PVH CORP	78.07	65.97	702.66	593.70	108.96
12/21/2011	08/01/2012	7	PVH CORP	78.07	67.02	546.51	469.12	77.39
08/12/2011	08/07/2012	11	DTE ENERGY COMPANY	61.22	46.93	673.41	516.28	157.13
04/24/2012	08/07/2012	5	DANAHER CORP	53.63	53.13	268.13	265.65	2.48
01/06/2012	08/08/2012	10	THE WALT DISNEY CO.	50.35	39.86	503.51	398.59	104.92
10/20/2011	08/10/2012	10	***COVIDIEN PLC	56.94	44.44	569.36	444.42	124.94
11/01/2011	08/10/2012	10	***COVIDIEN PLC	56.94	45.26	569.36	452.58	116.78
02/09/2012	08/10/2012	4	GOLDMAN SACHS GROUP INC	102.81	116.08	411.26	464.32	-53.06
02/15/2012	08/14/2012	20	CENTERPOINT ENERGY INC	20.51	18.81	410.24	376.30	33.94
05/03/2012	08/15/2012	5	JOHNSON & JOHNSON	68.51	65.46	342.53	327.30	15.23
01/13/2012	08/22/2012	10	FREEMPORT-MCMORAN COPPER	36.26	41.78	362.65	417.79	-55.14
01/24/2012	08/22/2012	10	FREEMPORT-MCMORAN COPPER	36.26	43.80	362.65	438.00	-75.35
02/16/2012	08/22/2012	10	FREEMPORT-MCMORAN COPPER	36.26	44.17	362.65	441.72	-79.07
06/05/2012	08/22/2012	10	LAS VEGAS SANDS CORP	43.32	44.07	433.24	440.71	-7.47
06/05/2012	08/24/2012	10	AT&T INC	36.93	34.24	369.31	342.36	26.95
12/16/2011	08/24/2012	1	BOEING CO/THE	71.00	70.75	71.00	70.75	0.25
01/03/2012	08/24/2012	5	BOEING CO/THE	71.00	74.62	355.01	373.12	-18.11

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/01/2012	08/24/2012	10	CIT GROUP INC	38.26	39.02	382.59	390.16	-7.57
03/21/2012	08/24/2012	6	DIRECTV-CLASS A	52.51	48.11	315.04	288.65	26.39
12/01/2011	08/24/2012	5	THE WALT DISNEY CO	49.48	36.00	247.40	180.01	67.39
04/24/2012	08/24/2012	5	EMERSON ELECTRIC CO	51.85	50.92	259.23	254.59	4.64
04/16/2012	08/24/2012	3	F5 NETWORKS INC	98.88	122.82	296.63	368.45	-71.82
10/12/2011	08/24/2012	30	GANNETT CO	15.39	11.07	461.70	331.98	129.72
10/24/2011	08/24/2012	10	HARLEY DAVIDSON INC	42.61	38.75	426.10	387.55	38.55
02/06/2012	08/24/2012	15	KROGER CO	21.79	24.05	326.84	360.72	-33.88
06/07/2012	08/24/2012	5	ESTEE LAUDER COMPANIES-CL A	60.18	55.07	300.91	275.33	25.58
05/02/2012	08/24/2012	5	MCKESSON CORP	86.79	89.97	433.95	449.86	-15.91
11/14/2011	08/24/2012	3	PERRIGO INC	110.31	92.38	330.93	277.15	53.78
10/03/2011	08/24/2012	5	SCHLUMBERGER LTD	74.48	59.18	372.39	295.92	76.47
03/06/2012	08/24/2012	5	VISA INC - CLASS A SHRS	126.76	115.19	633.78	575.96	57.82
07/12/2012	08/24/2012	40	BERNSTEIN EMERGING MARKETS	25.89	24.64	1,040.37	1,000.00	40.37
		590	PORTFOLIO					
01/13/2012	09/06/2012	10	FREEMPORT-MCMORAN COPPER	36.21	41.78	362.10	417.78	-55.68
03/06/2012	09/12/2012	45	APPLIED MATERIALS INC	11.59	12.00	521.68	540.19	-18.51
07/03/2012	09/12/2012	5	VERTEX PHARMACEUTICALS INC	55.63	54.90	278.14	274.52	3.62
11/04/2011	09/13/2012	20	LAM RESEARCH CORP	33.70	43.45	674.00	869.10	-195.10
11/01/2011	09/14/2012	55	NEWELL RUBBERMAID INC	19.43	14.82	1,068.75	814.88	253.87
10/13/2011	09/17/2012	1	LORILLARD INC	116.92	116.48	116.92	116.48	0.44
08/15/2012	09/17/2012	5	LORILLARD INC	116.92	124.99	584.60	624.97	-40.37
05/16/2012	09/17/2012	10	OCEANEERING INTL INC	57.19	48.55	571.85	485.55	86.30
05/22/2012	09/17/2012	1	OCEANEERING INTL INC	57.19	47.82	57.19	47.82	9.37
03/08/2012	09/24/2012	19	WELLS FARGO & COMPANY	34.98	31.25	664.63	593.68	70.95
10/11/2011	09/25/2012	20	CENTURYLINK INC	42.30	33.45	845.93	668.96	176.97
10/28/2011	09/28/2012	15	GENERAL MOTORS CO	22.81	26.37	342.21	395.58	-53.37
11/14/2011	10/02/2012	2	PERRIGO INC	117.35	92.38	234.70	184.77	49.93
11/25/2011	10/02/2012	4	PERRIGO INC	117.35	89.66	469.41	358.66	110.75
06/13/2012	10/03/2012	35	INTEL CORP	22.57	26.77	790.04	936.99	-146.95
11/07/2011	10/09/2012	8	UNITEDHEALTH GROUP INC	57.54	45.12	460.31	360.99	99.32
11/04/2011	10/12/2012	1	***TRANSOCEAN LTD	45.51	49.66	45.51	49.66	-4.15
02/14/2012	10/16/2012	2	NATIONAL - OILWELL INC	79.92	83.52	159.85	167.04	-7.19
02/16/2012	10/16/2012	4	NATIONAL - OILWELL INC	79.92	83.85	319.70	335.41	-15.71
12/14/2011	10/18/2012	23	APOLLO GROUP INC-CL A	21.17	49.73	486.92	1,143.77	-656.85
05/04/2012	10/18/2012	12	APOLLO GROUP INC-CL A	21.17	34.03	254.04	408.38	-154.34
04/30/2012	10/18/2012	30	LEUCADIA NATIONAL CO	23.03	24.81	690.92	744.35	-53.43
12/01/2011	10/23/2012	5	THE WALT DISNEY CO.	50.98	36.00	254.90	180.01	74.89
11/16/2011	10/26/2012	30	GENERAL MOTORS CO	23.33	23.01	699.86	690.36	9.50
06/12/2012	11/08/2012	20	INTEL CORP	21.00	26.46	419.98	529.26	-109.28
10/05/2012	11/08/2012	6	MEAD JOHNSON NUTRITION CO	65.98	72.89	395.90	437.37	-41.47
10/18/2012	11/08/2012	3	MEAD JOHNSON NUTRITION CO	65.98	71.83	197.95	215.49	-17.54
01/30/2012	11/08/2012	2	PRECISION CASTPARTS CORP	171.04	164.98	342.09	329.97	12.12
02/22/2012	11/08/2012	1	PRECISION CASTPARTS CORP	171.04	167.16	171.04	167.16	3.88
05/02/2012	11/13/2012	15	EMERSON ELECTRIC CO	50.23	49.33	753.44	740.02	13.42
09/28/2012	11/13/2012	5	EMERSON ELECTRIC CO	50.23	48.20	251.15	241.02	10.13
06/07/2012	11/13/2012	20	INTEL CORP	20.55	26.12	410.99	522.31	-111.32
06/12/2012	11/13/2012	5	INTEL CORP	20.55	26.46	102.75	132.32	-29.57
09/21/2012	11/19/2012	1	PRECISION CASTPARTS CORP	176.10	163.85	176.10	163.85	12.25

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/05/2012	11/20/2012	10	LAS VEGAS SANDS CORP	43.50	44.07	434.97	440.71	-5.74
07/06/2012	11/27/2012	6	RACKSPACE HOSTING INC	65.98	44.51	395.87	267.05	128.82
06/07/2012	12/06/2012	11	***TRANSOCEAN LTD	46.38	42.67	510.14	469.40	40.74
04/12/2012	12/10/2012	5	COACH INC	56.72	74.63	283.58	373.13	-89.55
07/02/2012	12/12/2012	80	MORGAN STANLEY	17.75	14.68	1,420.18	1,174.41	245.77
07/05/2012	12/17/2012	15	GENERAL MOTORS CO	24.78	20.85	371.72	312.72	59.00
04/12/2012	12/19/2012	3	COACH INC	59.82	74.63	179.45	223.88	-44.43
04/16/2012	12/19/2012	5	COACH INC	59.82	73.51	299.08	367.57	-68.49
05/22/2012	12/20/2012	6	OCEANEERING INTL INC	53.69	47.82	322.13	286.90	35.23
07/09/2012	12/21/2012	1	CHIPOTLE MEXICAN GRILL-CL A	287.09	386.20	287.09	386.20	-99.11
SUBTOTAL FOR SHORT-TERM COVERED						88,023.15	87,140.43	882.72
SHORT-TERM NON-COVERED								
08/29/2011	01/24/2012	44	BERNSTEIN EMERGING MARKETS	26.91	29.22	1,185.18	1,300.00	-114.82
		487	PORTFOLIO					
09/26/2011	01/24/2012	44	BERNSTEIN EMERGING MARKETS	26.91	24.78	1,182.72	1,100.00	82.72
		395	PORTFOLIO					
11/25/2011	01/24/2012	44	BERNSTEIN EMERGING MARKETS	26.91	24.96	1,174.09	1,100.00	74.09
		.071	PORTFOLIO					
12/14/2011	01/24/2012	2	BERNSTEIN EMERGING MARKETS	26.91	23.91	71.47	64.15	7.32
		.683	PORTFOLIO					
12/28/2011	01/24/2012	49	BERNSTEIN EMERGING MARKETS	26.91	24.28	1,316.54	1,200.00	116.54
		418	PORTFOLIO					
12/14/2011	08/24/2012	49	BERNSTEIN EMERGING MARKETS	25.89	23.91	1,270.71	1,185.39	85.32
		.577	PORTFOLIO					
SUBTOTAL FOR SHORT-TERM NON-COVERED						6,200.71	5,949.54	251.17
LONG-TERM COVERED								
01/06/2011	01/24/2012	7	ALLERGAN INC	88.38	70.60	618.65	494.19	124.46
01/20/2011	01/24/2012	4	ROCKWELL AUTOMATION INC	81.47	74.75	325.87	299.00	26.87
01/26/2011	03/15/2012	55	DELTA AIR LINES INC	9.76	11.88	536.62	653.30	-116.68
03/15/2011	03/29/2012	7	DTE ENERGY COMPANY	54.83	48.14	383.78	337.00	46.78
03/04/2011	04/23/2012	7	BORGWARNER INC	79.95	77.04	559.66	539.28	20.38
02/15/2011	05/02/2012	8	QUALCOMM INC	64.03	58.71	512.23	469.70	42.53
03/04/2011	06/19/2012	16	COMCAST CORP-CLASS A	31.60	25.32	505.59	405.09	100.50
03/30/2011	07/10/2012	19	COMCAST CORP-CLASS A	31.37	24.70	596.01	469.27	126.74
06/14/2011	07/13/2012	1	ANADARKO PETROLEUM CORP	68.69	73.44	68.69	73.44	-4.75
07/01/2011	07/13/2012	4	ANADARKO PETROLEUM CORP	68.69	77.53	274.77	310.14	-35.37
06/14/2011	07/17/2012	9	ANADARKO PETROLEUM CORP	71.16	73.43	640.45	660.91	-20.46
06/17/2011	07/17/2012	5	ANADARKO PETROLEUM CORP	71.16	70.75	355.80	353.74	2.06
05/20/2011	07/25/2012	13	***COVIDIEN PLC	50.99	56.70	662.87	737.10	-74.23
02/28/2011	07/30/2012	6	BORGWARNER INC	67.33	76.85	403.96	461.09	-57.13
03/23/2011	07/30/2012	5	BORGWARNER INC	67.33	74.56	336.63	372.81	-36.18

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01/20/2011	08/03/2012	2	EOG RESOURCES INC	105.51	99.82	211.03	199.64	11.39
07/26/2011	08/03/2012	2	EOG RESOURCES INC	105.51	106.52	211.03	213.04	-2.01
01/27/2011	08/07/2012	7	QUALCOMM INC	61.11	54.96	427.80	384.72	43.08
04/25/2011	08/07/2012	10	QUALCOMM INC	61.11	57.07	611.15	570.67	40.48
07/08/2011	08/08/2012	5	THE WALT DISNEY CO	50.35	39.57	251.75	197.84	53.91
07/21/2011	08/09/2012	30	APPLIED MATERIALS INC	11.88	12.95	356.46	388.40	-31.94
01/20/2011	08/09/2012	5	EOG RESOURCES INC	110.31	99.82	551.55	499.09	52.46
07/26/2011	08/10/2012	10	***COVIDIEN PLC	56.94	52.41	569.36	524.13	45.23
07/27/2011	08/10/2012	7	***COVIDIEN PLC	56.94	52.18	398.55	365.26	33.29
03/24/2011	08/24/2012	10	ALTRIA GROUP INC	33.90	25.82	339.00	258.20	80.80
03/15/2011	08/24/2012	5	AT&T INC	36.93	27.83	184.66	139.17	45.49
07/12/2011	08/24/2012	10	BROADCOM CORP-CL A	35.29	33.21	352.91	332.13	20.78
07/08/2011	08/24/2012	5	THE WALT DISNEY CO	49.48	39.57	247.40	197.84	49.56
06/02/2011	08/24/2012	10	FMC TECHNOLOGIES INC	47.09	43.81	470.89	438.11	32.78
06/08/2011	08/24/2012	5	GENERAL MOTORS CO	21.24	28.91	106.18	144.54	-38.36
06/22/2011	08/24/2012	10	GENERAL MOTORS CO	21.24	30.02	212.35	300.23	-87.88
05/23/2011	08/24/2012	11	LEAR CORP	39.76	49.16	437.36	540.74	-103.38
03/31/2011	08/24/2012	10	MOODY'S CORP	38.54	34.07	385.37	340.66	44.71
01/27/2011	08/24/2012	8	QUALCOMM INC	62.28	54.96	498.22	439.68	58.54
07/18/2011	08/24/2012	2	QUALCOMM INC	62.28	54.75	124.56	109.50	15.06
07/15/2011	08/24/2012	12	**TRANSOCEAN LTD	48.79	62.38	585.47	748.57	-163.10
02/25/2011	09/12/2012	5	CITIGROUP INC	32.97	46.85	164.84	234.26	-69.42
02/28/2011	09/12/2012	17	CITIGROUP INC	32.97	46.45	560.45	789.66	-229.21
05/06/2011	09/13/2012	15	LAM RESEARCH CORP	33.70	48.71	505.50	730.69	-225.19
03/31/2011	09/14/2012	15	MOODY'S CORP	43.88	34.07	658.18	510.98	147.20
06/02/2011	09/20/2012	5	FMC TECHNOLOGIES INC	48.60	43.81	243.01	219.06	23.95
08/10/2011	09/25/2012	20	CENTURYLINK INC	42.30	33.61	845.93	672.24	173.69
09/12/2011	09/25/2012	15	CENTURYLINK INC	42.30	33.16	634.44	497.35	137.09
02/28/2011	09/27/2012	16	CITIGROUP INC	33.15	46.45	530.42	743.20	-212.78
06/08/2011	09/28/2012	10	GENERAL MOTORS CO	22.81	28.91	228.14	289.09	-60.95
06/17/2011	10/09/2012	5	UNITEDHEALTH GROUP INC	57.54	50.09	287.70	250.45	37.25
03/23/2011	10/11/2012	9	CITIGROUP INC	35.49	46.05	319.42	414.45	-95.03
08/01/2011	10/12/2012	12	**TRANSOCEAN LTD	45.51	61.31	546.16	735.74	-189.58
03/10/2011	10/12/2012	5	WELLPOINT INC	61.98	68.36	309.92	341.82	-31.90
04/29/2011	10/12/2012	20	WELLPOINT INC	61.98	76.33	1,239.68	1,526.51	-286.83
10/28/2011	11/02/2012	10	**BP PLC-SPONS ADR	42.78	45.37	427.78	453.73	-25.95
08/24/2011	11/08/2012	10	FMC TECHNOLOGIES INC	40.00	41.44	400.03	414.45	-14.42
11/03/2011	11/08/2012	5	ROCKWELL AUTOMATION INC	76.54	71.24	382.71	356.22	26.49
01/11/2011	11/20/2012	9	INTUIT INC	58.16	47.59	523.41	428.32	95.09
10/04/2011	12/03/2012	15	LAS VEGAS SANDS CORP	47.03	36.71	705.43	550.70	154.73
11/04/2011	12/06/2012	14	**TRANSOCEAN LTD	46.38	49.66	649.28	695.24	-45.96
08/17/2011	12/07/2012	6	ROCKWELL AUTOMATION INC	80.33	62.68	481.98	376.08	105.90
09/06/2011	12/17/2012	15	GENERAL MOTORS CO	24.78	21.29	371.73	319.29	52.44
11/16/2011	12/17/2012	5	GENERAL MOTORS CO	24.78	23.01	123.91	115.06	8.85
05/05/2011	12/19/2012	10	CITIGROUP INC	39.60	44.92	396.00	449.17	-53.17
SUBTOTAL FOR LONG-TERM COVERED						25,850.68	26,081.98	-231.30

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LONG-TERM NON-COVERED								
03/31/2005	01/04/2012	1	GOOGLE INC-CL A	668.24	178.85	668.24	178.85	489.39
06/16/2010	01/09/2012	10	MARATHON OIL CORP	30.55	20.21	305.53	202.12	103.41
06/17/2010	01/09/2012	15	MARATHON OIL CORP	30.55	20.14	458.30	302.05	156.25
03/02/2000	01/12/2012	16	CONOCOPHILLIPS	70.79	18.87	1,132.69	301.89	830.80
10/04/2010	01/23/2012	1	***ACCENTURE PLC-CL A	55.99	44.24	55.99	44.24	11.75
10/07/2010	01/23/2012	5	***ACCENTURE PLC-CL A	55.99	45.47	279.94	227.37	52.57
08/01/2001	01/24/2012	183	ALLIANCEBERNSTEIN GLOBAL	8.57	8.00	1,570.00	1,465.25	104.75
		197	REAL ESTATE INVT FD II CL I					
12/23/2010	01/24/2012	10	***ASTRAZENECA PLC-SPONS ADR	47.59	46.12	475.95	461.22	14.73
04/06/1998	01/24/2012	15	ALTRIA GROUP INC	28.31	9.33	424.61	139.92	284.69
01/14/2005	01/24/2012	3	APPLE INC	423.04	35.05	1,269.12	105.16	1,163.96
05/13/2010	01/24/2012	15	BROADCOM CORP-CL A	35.06	33.51	525.89	502.62	23.27
02/12/2009	01/24/2012	4	BROAD ENERGY CORPORATION	64.38	51.11	257.54	204.46	53.08
07/16/2009	01/24/2012	5	DEVON ENERGY CORPORATION	64.38	54.36	321.92	271.82	50.10
12/23/2009	01/24/2012	35	EMC CORP/MASS	24.97	17.57	873.97	615.01	258.96
01/14/2010	01/24/2012	5	EMC CORP/MASS	24.97	17.90	124.85	89.50	35.35
11/12/2009	01/24/2012	25	FORD MOTOR CO	12.74	8.34	318.45	208.45	110.00
12/08/2004	01/24/2012	2	GOOGLE INC-CL A	579.89	170.65	1,159.78	341.31	818.47
10/12/2005	01/24/2012	7	GILEAD SCIENCES INC	47.65	23.32	333.58	163.27	170.31
05/26/2010	01/24/2012	20	HEWLETT-PACKARD CO	28.54	46.25	570.74	925.02	-354.28
06/28/2010	01/24/2012	5	HEWLETT-PACKARD CO	28.54	46.22	142.69	231.12	-88.43
12/16/2010	01/24/2012	5	INTUIT INC	57.41	48.75	287.07	243.75	43.32
09/17/2009	01/24/2012	15	JOHNSON CONTROLS INC	31.51	27.45	472.61	411.70	60.91
12/01/2010	01/24/2012	40	KROGER CO	24.33	23.79	973.25	951.57	21.68
12/10/2010	01/24/2012	12	LOWE'S COS INC	26.86	25.34	322.33	304.12	18.21
10/29/2010	01/24/2012	15	ORACLE CORP	28.59	29.44	428.80	441.54	-12.74
04/05/2006	01/24/2012	10	PFIZER INC	21.60	25.14	216.04	251.41	-35.37
11/24/2006	01/24/2012	15	PFIZER INC	21.60	26.94	324.05	404.05	-80.00
09/24/2010	01/24/2012	5	STARBUCKS CORP	47.58	26.10	237.92	130.52	107.40
11/01/2010	01/24/2012	10	STARBUCKS CORP	47.58	28.72	475.85	287.18	188.67
06/25/2010	01/24/2012	10	TRAVELERS COS INC/THE	58.33	50.86	583.32	508.57	74.75
07/12/2010	01/24/2012	10	TRAVELERS COS INC/THE	58.33	51.20	583.32	512.05	71.27
10/22/2010	01/24/2012	5	UNITED PARCEL SERVICE-CL B	74.98	69.74	374.89	348.71	26.18
05/13/2002	01/24/2012	387	BERNSTEIN INTERNATIONAL	13.22	15.72	5,121.03	6,089.46	-968.43
		370	PORTFOLIO					
12/10/2010	01/30/2012	1	AMAZON.COM INC	192.27	175.25	192.27	175.25	17.02
09/10/2009	02/01/2012	10	DANAHER CORP	52.97	33.48	529.68	334.85	194.83
06/09/2009	02/01/2012	20	***INGERSOLL-RAND PLC	35.27	22.17	705.30	443.47	261.83
11/18/2010	02/08/2012	25	GENERAL MOTORS CO	25.81	34.00	645.26	849.99	-204.73
10/04/2010	02/10/2012	8	***ACCENTURE PLC-CL A	56.75	44.24	454.03	353.94	100.09
08/10/2009	02/10/2012	30	JOHNSON CONTROLS INC	32.97	26.11	989.12	783.20	205.92
08/30/2010	02/14/2012	5	GOODRICH CORP	125.51	70.25	627.56	351.25	276.31
06/16/2010	02/14/2012	5	MARATHON PETROLEUM CORP	44.04	26.17	220.18	130.83	89.35
10/22/2010	02/14/2012	5	UNITED PARCEL SERVICE-CL B	76.85	69.74	384.25	348.70	35.55
10/04/2010	02/15/2012	6	***ACCENTURE PLC-CL A	58.08	44.24	348.50	265.45	83.05
01/14/2005	02/16/2012	1	APPLE INC	492.61	35.05	492.61	35.05	457.56

Capital Gains Report

THE BEIRNE FOUNDATION INC. (Account: 888-83494)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
09/03/2010	02/17/2012	40	DELL INC	18 13	12 54	725 05	501.57	223 48
09/22/2010	02/21/2012	6	CITRIX SYSTEMS INC	73 64	68 08	441 86	408.50	33 36
06/09/2010	02/21/2012	20	DOW CHEMICAL	34 68	26.05	693.64	520 99	172 65
04/29/2009	02/21/2012	10	JPMORGAN CHASE & CO	38 87	34.22	388.70	342 18	46 52
01/14/2005	02/28/2012	1	APPLE INC	533.76	35.05	533.76	35.05	498.71
10/22/2010	03/05/2012	10	CENTURYLINK INC	38.59	40 57	385.89	405 70	-19.81
01/14/2005	03/06/2012	1	APPLE INC	529.77	35 05	529.77	35.05	494.72
12/19/2002	03/20/2012	2	GOLDMAN SACHS GROUP INC	126.74	73 38	253 49	146.77	106.72
09/16/2008	03/20/2012	3	GOLDMAN SACHS GROUP INC	126.74	130.10	380 23	390 29	-10 06
08/03/2010	03/21/2012	10	DOW CHEMICAL	35 04	25 74	350.40	257.36	93.04
12/19/2002	03/21/2012	25	TRAVELERS COS INC/THE	58 66	35 40	1,466.60	884 96	581 64
08/03/2010	03/27/2012	25	DOW CHEMICAL	35.52	25 74	888.01	643 40	244 61
09/16/2008	03/27/2012	3	GOLDMAN SACHS GROUP INC	126 89	130 09	380.67	390.28	-9.61
10/18/2010	04/11/2012	5	UNITED PARCEL SERVICE-CL B	78 97	69 50	394.87	347.49	47.38
10/29/2010	04/11/2012	5	UNITED PARCEL SERVICE-CL B	78 97	67 29	394.87	336 47	58 40
09/24/2010	04/19/2012	5	STARBUCKS CORP	59.26	26 10	296.31	130 51	165 80
10/22/2010	04/23/2012	2	FLOWERVE CORPORATION	109 26	113 75	218.51	227.50	-8.99
10/28/2010	04/26/2012	30	***MARVELL TECHNOLOGY GROUP LT	15 09	19 08	452 82	572.48	-119.66
03/26/2009	04/26/2012	19	NORTHROP GRUMMAN CORP	63.46	40 40	1,205.65	767.64	438 01
08/14/2009	05/01/2012	55	CONSTELLATION BRANDS INC-A	21.71	14 46	1,193.78	795 13	398 65
05/03/2010	05/14/2012	16	EXPRESS SCRIPTS HOLDING CO	53 98	50 15	863.69	802.42	61 27
06/03/2010	05/14/2012	9	EXPRESS SCRIPTS HOLDING CO	53.98	51 94	485 82	467 50	18.32
11/10/2010	05/14/2012	10	EXPRESS SCRIPTS HOLDING CO	53.98	51.88	539 81	518.82	20.99
07/13/2010	05/15/2012	1	AMAZON.COM INC	229.28	122 82	229 28	122.82	106.46
12/10/2010	05/15/2012	1	AMAZON COM INC	229.28	175 24	229.28	175.24	54 04
09/07/2010	05/18/2012	6	UNITED PARCEL SERVICE-CL B	74.38	66 99	446 25	401.94	44 31
05/20/2010	06/01/2012	10	MARATHON OIL CORP	24.01	19.26	240.06	192.56	47 50
06/17/2010	06/01/2012	15	MARATHON OIL CORP	24 01	20.14	360 08	302 04	58 04
12/17/2009	06/04/2012	75	GENERAL ELECTRIC CO	18.15	15.83	1,361 17	1,187 15	174.02
04/29/2009	06/04/2012	39	JPMORGAN CHASE & CO	31.03	34.22	1,210 02	1,334 48	-124 46
10/28/2010	06/04/2012	10	***MARVELL TECHNOLOGY GROUP LT	11 98	19 08	119 84	190 82	-70 98
12/16/2010	06/04/2012	13	***POTASH CORP OF SASKATCHEWAN	36.94	46 35	480 21	602 50	-122 29
05/27/2009	06/08/2012	6	JPMORGAN CHASE & CO	33 58	36.29	201 46	217.73	-16 27
02/12/2009	06/12/2012	6	DEVON ENERGY CORPORATION	57 40	51 11	344 42	306.68	37 74
03/25/2009	06/12/2012	10	DEVON ENERGY CORPORATION	57.40	49.67	574.04	496.73	77.31
10/22/2010	06/13/2012	3	FLOWERVE CORPORATION	105.40	113.75	316.20	341.25	-25.05
01/14/2005	06/19/2012	1	APPLE INC	587 54	35 05	587.54	35.05	552 49
07/13/2010	06/20/2012	4	AMAZON.COM INC	221 67	122 81	886 67	491 26	395 41
01/14/2005	06/20/2012	1	APPLE INC	582 03	35.05	582.03	35.05	546 98
05/27/2009	06/22/2012	24	JPMORGAN CHASE & CO	36.12	36 29	866 99	870.92	-3 93
08/30/2010	06/22/2012	11	JPMORGAN CHASE & CO	36.12	36 28	397.37	399.07	-1.70
04/05/2006	06/29/2012	75	PFIZER INC	22.89	25 14	1,716 71	1,885.55	-168 84
10/19/2010	07/02/2012	20	CENTURYLINK INC	39.47	39.75	789.48	794.93	-5.45
10/04/2010	07/03/2012	65	GANNETT CO	14.92	12 36	969.66	803.11	166.55
07/08/2010	07/05/2012	4	AMAZON.COM INC	227 98	115.47	911 91	461 87	450 04
07/13/2010	07/05/2012	1	AMAZON COM INC	227 98	122.82	227.98	122.82	105 16
05/20/2010	07/10/2012	25	MARATHON PETROLEUM CORP	44 74	24.93	1,118.39	623 20	495 19
06/17/2010	07/10/2012	15	MARATHON PETROLEUM CORP	44.74	26 07	671.04	391.01	280 03
09/07/2010	07/10/2012	9	UNITED PARCEL SERVICE-CL B	78 69	66 99	708 23	602.90	105.33

Capital Gains Report

THE BEIRNE FOUNDATION INC. (Account: 888-83494)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/16/2010	07/12/2012	15	UNITED PARCEL SERVICE-CL B	78.48	64.59	1,177.26	968.80	208.46
04/20/2009	07/20/2012	11	TIME WARNER CABLE	84.80	28.06	932.78	308.64	624.14
10/12/2005	07/31/2012	5	GILEAD SCIENCES INC	54.88	23.32	274.38	116.62	157.76
10/12/2005	08/03/2012	8	GILEAD SCIENCES INC	58.06	23.32	464.46	186.59	277.87
10/12/2005	08/03/2012	1	GILEAD SCIENCES INC	58.06	23.32	58.06	23.32	34.74
06/16/2009	08/07/2012	12	DANAHER CORP	53.63	30.74	643.52	368.94	274.58
09/10/2009	08/07/2012	5	DANAHER CORP	53.63	33.48	268.13	167.42	100.71
10/15/2010	08/07/2012	5	ORACLE CORP	31.61	28.40	158.06	142.00	16.06
12/07/2010	08/07/2012	15	ORACLE CORP	31.61	29.11	474.17	436.60	37.57
12/19/2002	08/10/2012	6	GOLDMAN SACHS GROUP INC	102.81	73.38	616.89	440.30	176.59
09/13/2010	08/15/2012	5	JOHNSON & JOHNSON	68.51	60.14	342.53	300.68	41.85
10/19/2010	08/20/2012	10	CENTURYLINK INC	41.67	39.75	416.73	397.47	19.26
09/24/2010	08/21/2012	4	EOG RESOURCES INC	109.25	92.09	436.98	368.37	68.61
04/29/2009	08/23/2012	6	JPMORGAN CHASE & CO	37.36	34.22	224.13	205.31	18.82
08/30/2010	08/23/2012	9	JPMORGAN CHASE & CO	37.36	36.28	336.20	326.51	9.69
08/01/2001	08/24/2012	145	ALLIANCEBERNSTEIN GLOBAL	9.39	8.00	1,361.63	1,159.80	201.83
08/20/2001	08/24/2012	.008	REAL ESTATE INVNT FD II CL I	9.39	8.49	6.40	5.79	0.61
09/25/2001	08/24/2012	.682	ALLIANCEBERNSTEIN GLOBAL	9.39	7.47	162.64	129.38	33.26
12/18/2001	08/24/2012	320	REAL ESTATE INVNT FD II CL I	9.39	7.99	154.19	131.20	22.99
03/19/2002	08/24/2012	.421	ALLIANCEBERNSTEIN GLOBAL	9.39	8.51	115.14	104.35	10.79
01/14/2005	08/24/2012	2	APPLE INC	666.41	35.05	1,332.82	70.11	1,262.71
12/04/2009	08/24/2012	25	EMC CORP/MASS	26.61	16.99	665.28	424.73	240.55
10/22/2010	08/24/2012	2	FLOWERVE CORPORATION	128.09	113.75	256.18	227.50	28.68
12/16/2010	08/24/2012	10	INTUIT INC	58.35	48.75	583.50	487.50	96.00
08/06/2010	08/24/2012	8	MONSANTO CO	85.04	60.42	680.29	483.35	196.94
02/11/2010	08/24/2012	1	NOBLE ENERGY INC	87.09	74.57	87.09	74.57	12.52
09/28/2010	08/24/2012	4	NOBLE ENERGY INC	87.09	74.89	348.35	299.55	48.80
10/15/2010	08/24/2012	10	ORACLE CORP	31.85	28.40	318.50	283.99	34.51
11/22/2010	08/24/2012	15	ORACLE CORP	31.85	27.99	477.75	419.87	57.88
01/17/2007	08/24/2012	5	SCHLUMBERGER LTD	74.48	58.61	372.39	293.06	79.33
08/04/1998	08/24/2012	13	BERNSTEIN EMERGING MARKETS	25.89	13.08	338.92	172.98	165.94
05/13/2002	08/24/2012	223	PORTFOLIO					
		353	BERNSTEIN INTERNATIONAL	13.03	15.72	4,600.00	5,549.65	-949.65
		031	PORTFOLIO					
12/08/2004	08/30/2012	1	GOOGLE INC-CL A	682.58	170.66	682.58	170.66	511.92
06/25/2010	09/05/2012	15	JOHNSON & JOHNSON	67.27	59.10	1,009.10	886.55	122.55
06/30/2010	09/05/2012	30	JOHNSON & JOHNSON	67.27	59.22	2,018.19	1,776.56	241.63
04/06/2009	09/12/2012	7	TIME WARNER CABLE	91.83	27.07	642.80	189.51	453.29
12/08/2004	09/13/2012	1	GOOGLE INC-CL A	694.93	170.66	694.93	170.66	524.27
07/06/2009	09/14/2012	1	NVR INC	871.90	491.19	871.90	491.19	380.71
02/11/2010	09/17/2012	4	NOBLE ENERGY INC	95.26	74.57	381.03	298.28	82.75
02/12/2010	09/17/2012	2	NOBLE ENERGY INC	95.26	73.93	190.52	147.86	42.66
09/23/2010	09/20/2012	10	ORACLE CORP	32.52	27.35	325.23	273.52	51.71
04/19/2010	09/24/2012	19	WELLS FARGO & COMPANY	34.98	32.57	664.64	618.85	45.79

Capital Gains Report

THE BEIRNE FOUNDATION INC. (Account: 888-83494)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/11/2009	09/26/2012	20	EMC CORP/MASS	26.72	14.97	534.39	299.47	234.92
10/12/2005	09/27/2012	11	GILEAD SCIENCES INC	66.68	23.32	733.48	256.56	476.92
10/12/2005	10/03/2012	10	GILEAD SCIENCES INC	70.08	23.32	700.83	233.24	467.59
06/25/2009	10/24/2012	3	DANAHER CORP	52.48	30.63	157.43	91.89	65.54
01/14/2005	10/26/2012	1	APPLE INC	608.56	35.05	608.56	35.05	573.51
04/29/2009	10/31/2012	10	JPMORGAN CHASE & CO	41.40	34.22	414.04	342.18	71.86
06/25/2009	10/31/2012	10	JPMORGAN CHASE & CO	41.40	33.36	414.04	333.64	80.40
10/12/2005	11/12/2012	3	GILEAD SCIENCES INC	72.49	23.32	217.48	69.97	147.51
09/23/2010	11/13/2012	25	ORACLE CORP	30.20	27.35	754.88	683.81	71.07
09/23/2010	11/15/2012	10	ORACLE CORP	29.73	27.35	297.33	273.52	23.81
10/05/2010	11/15/2012	20	ORACLE CORP	29.73	27.20	594.66	543.99	50.67
06/18/2010	11/16/2012	3	JOHNSON & JOHNSON	68.82	59.10	206.46	177.29	29.17
06/25/2010	11/16/2012	5	JOHNSON & JOHNSON	68.82	59.10	344.09	295.51	48.58
06/25/2009	11/19/2012	5	DANAHER CORP	52.64	30.63	263.19	153.14	110.05
11/10/2009	11/20/2012	5	BROADCOM CORP-CL A	31.01	26.78	155.07	133.90	21.17
08/11/2009	11/20/2012	10	EMC CORP/MASS	24.09	14.97	240.92	149.74	91.18
05/20/2010	11/23/2012	40	MARATHON OIL CORP	31.86	19.26	1,274.56	770.24	504.32
08/06/2010	11/27/2012	4	MONSANTO CO	90.96	60.42	363.84	241.67	122.17
06/17/2010	12/03/2012	5	JOHNSON & JOHNSON	69.63	59.03	348.14	295.13	53.01
06/18/2010	12/03/2012	2	JOHNSON & JOHNSON	69.63	59.09	139.26	118.19	21.07
06/17/2010	12/05/2012	15	JOHNSON & JOHNSON	69.74	59.03	1,046.06	885.39	160.67
01/17/2007	12/19/2012	10	SCHLUMBERGER LTD	71.14	58.61	711.39	586.13	125.26
SUBTOTAL FOR LONG-TERM NON-COVERED						93,955.90	72,322.24	21,633.66
TOTAL						214,030.44	191,494.19	22,536.25

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L 22,536.25

SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)	882.72	
SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	251.17	
SHORT TERM TOTAL		1,133.89
LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)	-231.30	
LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)	21,633.66	
LONG TERM TOTAL		21,402.36

Portfolio Holdings and Valuation

Account: THE BEIRNE FOUNDATION INC. (888-83494)
 As of December 31, 2012

This report contains data for all accounts that were open as of the period ending date you selected: account 888-83494 (comprised of accounts 032-78024, 032-78849, and 032-79101).

Managed Assets

Cash Balances

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Cash										
CASH										
7,590.55	CASH		\$1.00	\$1.00	\$7,591	\$7,591	\$7	0.1%	2.3%	94.8%
417.43	CASH		\$1.00	\$1.00	\$417	\$417	\$0	0.1%	0.1%	5.2%
Total					\$8,008	\$8,008	\$7	0.1%	2.5%	100.0%
TOTAL Cash					\$8,008	\$8,008	\$7	0.1%	2.5%	100.0%
TOTAL Cash Balances					\$8,008	\$8,008	\$7	0.1%	2.5%	100.0%

Real Asset Securities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Mutual Funds										
TAXABLE FUND										
979.889	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVNT FD II CL I	ARIIX	\$12.40	\$9.76	\$12,148	\$9,564	\$617	6.5%	3.0%	100.0%
TOTAL Mutual Funds					\$12,148	\$9,564	\$617	6.5%	3.0%	100.0%
TOTAL Real Asset Securities					\$12,148	\$9,564	\$617	6.5%	3.0%	100.0%

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Capital Equipment										



Portfolio Holdings and Valuation

Account: THE BEIRNE FOUNDATION INC. (888-83494)
As of December 31, 2012

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
AEROSPACE-DEFENSE										
12	PRECISION CASTPARTS CORP	PCP	\$155.79	\$189.42	\$1,870	\$2,273	\$1	0.1%	0.7%	0.7%
24	BOEING CO/THE	BA	\$65.84	\$75.36	\$1,580	\$1,809	\$47	2.6%	0.6%	0.6%
Total					\$3,450	\$4,082	\$48	1.2%	1.3%	1.3%
AUTO TRUCKS - PARTS										
35	LEAR CORP	LEA	\$37.90	\$46.84	\$1,327	\$1,639	\$20	1.2%	0.5%	0.5%
11	CUMMINS INC	CMI	\$93.84	\$108.35	\$1,032	\$1,192	\$22	1.9%	0.4%	0.4%
Total					\$2,359	\$2,831	\$42	1.5%	0.9%	0.9%
DEFENSE										
15	TRIMBLE NAVIGATION LTD	TRMB	\$54.04	\$59.78	\$811	\$897	\$0	0.0%	0.3%	0.3%
MACHINERY										
8	ROPER INDUSTRIES INC	ROP	\$107.82	\$111.48	\$863	\$892	\$5	0.6%	0.3%	0.3%
7	FLOWSERVE CORPORATION	FLS	\$109.80	\$146.80	\$769	\$1,028	\$10	1.0%	0.3%	0.3%
10	TIMKEN CO	TKR	\$45.50	\$47.83	\$455	\$478	\$9	1.9%	0.1%	0.2%
Total					\$2,086	\$2,398	\$25	1.0%	0.7%	0.8%
MISC. CAPITAL GOODS										
40	DANAHER CORP	DHR	\$26.73	\$55.90	\$1,069	\$2,236	\$4	0.2%	0.7%	0.7%
TOTAL Capital Equipment					\$9,774	\$12,443	\$118	0.9%	3.8%	4.1%
Consumer Cyclical										
AUTO PARTS - AFTERMARKET										
9	O'REILLY AUTOMOTIVE INC	ORLY	\$83.90	\$89.42	\$755	\$805	\$0	0.0%	0.2%	0.3%
AUTOS & AUTO PARTS OEMS										
15	HARLEY DAVIDSON INC	HOG	\$38.38	\$48.83	\$576	\$732	\$9	1.3%	0.2%	0.2%
15	TRW AUTOMOTIVE HOLDINGS CORP	TRW	\$38.80	\$53.61	\$582	\$804	\$0	0.0%	0.2%	0.3%
200	FORD MOTOR CO	F	\$10.11	\$12.95	\$2,022	\$2,590	\$40	1.5%	0.8%	0.8%
Total					\$3,180	\$4,127	\$49	1.2%	1.3%	1.3%

Portfolio Holdings and Valuation

Account: THE BEIRNE FOUNDATION INC. (888-83494)
 As of December 31, 2012

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
RETAILERS										
7	AMAZON COM INC	AMZN	\$224.39	\$251.14	\$1,571	\$1,758	\$0	0.0%	0.5%	0.6%
35	DOLLAR GENERAL CORP	DG	\$43.77	\$44.09	\$1,532	\$1,543	\$0	0.0%	0.5%	0.5%
40	EBAY INC	EBAY	\$48.27	\$51.02	\$1,931	\$2,041	\$0	0.0%	0.6%	0.7%
50	GAMESTOP CORP	GME	\$25.37	\$25.09	\$1,268	\$1,255	\$50	4.0%	0.4%	0.4%
150	KROGER CO	KR	\$23.80	\$26.02	\$3,570	\$3,903	\$90	2.3%	1.2%	1.3%
65	MACY'S INC	M	\$35.94	\$39.02	\$2,336	\$2,536	\$52	2.1%	0.8%	0.8%
55	TJX COMPANIES INC	TJX	\$45.45	\$42.45	\$2,500	\$2,335	\$25	1.1%	0.7%	0.8%
Total					\$14,707	\$15,370	\$217	1.4%	4.7%	5.0%
TEXTILES/SHOES - APPAREL MFG.										
10	VF CORP	VFC	\$140.03	\$150.97	\$1,400	\$1,510	\$35	2.3%	0.5%	0.5%
17	COACH INC	COH	\$69.17	\$55.51	\$1,176	\$944	\$20	2.2%	0.3%	0.3%
Total					\$2,576	\$2,453	\$55	2.3%	0.8%	0.8%
TOTAL Consumer Cyclicals					\$21,219	\$22,755	\$322	1.4%	7.0%	7.4%
Consumer Growth										
DRUGS										
95	ASTRAZENECA PLC-SPONS ADR	AZN	\$43.09	\$47.27	\$4,093	\$4,491	\$171	3.8%	1.4%	1.5%
12	BIOGEN IDEC INC	BIIB	\$145.28	\$146.67	\$1,743	\$1,760	\$0	0.0%	0.5%	0.6%
23	CELGENE CORP	CELG	\$71.90	\$78.72	\$1,654	\$1,811	\$0	0.0%	0.6%	0.6%
20	VERTEX PHARMACEUTICALS INC	VRTX	\$38.89	\$41.94	\$778	\$839	\$0	0.0%	0.3%	0.3%
12	GILEAD SCIENCES INC	GILD	\$23.32	\$73.45	\$280	\$881	\$0	0.0%	0.3%	0.3%
250	PFIZER INC	PFE	\$22.74	\$25.08	\$5,684	\$6,270	\$240	3.8%	1.9%	2.0%
Total					\$14,233	\$16,051	\$411	2.6%	5.0%	5.2%
ENTERTAINMENT										
45	VIACOM INC-CLASS B	VIAB	\$41.16	\$52.74	\$1,852	\$2,373	\$50	2.1%	0.7%	0.8%
60	THE WALT DISNEY CO.	DIS	\$27.54	\$49.79	\$1,653	\$2,987	\$45	1.5%	0.9%	1.0%
200	MGM RESORTS INTERNATIONAL	MGM	\$11.76	\$11.64	\$2,353	\$2,328	\$0	0.0%	0.7%	0.8%

Portfolio Holdings and Valuation

Account: THE BEIRNE FOUNDATION INC. (888-83494)
 As of December 31, 2012

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Total					\$5,858	\$7,689	\$95	1.2%	2.4%	2.5%
HOSPITAL SUPPLIES										
23	ALLERGAN INC	AGN	\$69.12	\$91.73	\$1,590	\$2,110	\$5	0.2%	0.7%	0.7%
35	MEDTRONIC INC	MDT	\$43.52	\$41.02	\$1,523	\$1,436	\$36	2.5%	0.4%	0.5%
Total					\$3,113	\$3,545	\$41	1.2%	1.1%	1.2%
MEDICAL PRODUCTS										
24	IDEXX LABS CORP	IDXX	\$90.41	\$92.80	\$2,170	\$2,227	\$0	0.0%	0.7%	0.7%
4	INTUITIVE SURGICAL INC	ISRG	\$519.21	\$490.37	\$2,077	\$1,961	\$0	0.0%	0.6%	0.6%
Total					\$4,247	\$4,189	\$0	0.0%	1.3%	1.4%
OTHER MEDICAL										
17	MCKESSON CORP	MCK	\$85.51	\$96.96	\$1,454	\$1,648	\$14	0.8%	0.5%	0.5%
PUBLISHING										
6	GOOGLE INC-CL A	GOOG	\$170.66	\$709.37	\$1,024	\$4,256	\$0	0.0%	1.3%	1.4%
PUBLISHING - NEWSPAPERS										
40	GANNETT CO	GCI	\$10.43	\$18.01	\$417	\$720	\$32	4.4%	0.2%	0.2%
RADIO - TV BROADCASTING										
17	TIME WARNER CABLE	TWC	\$26.73	\$97.19	\$454	\$1,652	\$0	0.0%	0.5%	0.5%
95	COMCAST CORP-CLASS A	CMCSA	\$21.53	\$37.38	\$2,045	\$3,551	\$62	1.7%	1.1%	1.2%
24	DIRECTV	DTV	\$37.36	\$50.16	\$897	\$1,204	\$0	0.0%	0.4%	0.4%
Total					\$3,396	\$6,407	\$62	1.0%	2.0%	2.1%
TOTAL Consumer Growth					\$33,741	\$44,506	\$654	1.5%	13.7%	14.5%
Consumer Staples										
BEVERAGES - SOFT, LITE & HARD										
19	LORILLARD INC	LO	\$106.49	\$116.67	\$2,023	\$2,217	\$118	5.3%	0.7%	0.7%
COSMETICS										
24	ESTEE LAUDER COMPANIES-CL A	EL	\$54.74	\$59.86	\$1,314	\$1,437	\$17	1.2%	0.4%	0.5%

Portfolio Holdings and Valuation

Account: THE BEIRNE FOUNDATION INC. (888-83494)
 As of December 31, 2012

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
11	ULTA SALON COSMETICS & FRAGRAN	ULTA	\$90.66	\$98.26	\$997	\$1,081	\$11	1.0%	0.3%	0.4%
Total					\$2,311	\$2,518	\$28	1.1%	0.8%	0.8%
FOODS										
25	HERSHEY CO/THE	HSY	\$60.27	\$72.22	\$1,507	\$1,806	\$42	2.3%	0.6%	0.6%
8	BUNGE LTD	BG	\$65.41	\$72.69	\$523	\$582	\$7	1.3%	0.2%	0.2%
95	TYSON FOODS INC-CL A	TSN	\$18.61	\$19.40	\$1,768	\$1,843	\$19	1.0%	0.6%	0.6%
Total					\$3,798	\$4,230	\$68	1.6%	1.3%	1.4%
RESTAURANTS										
5	CHIPOTLE MEXICAN GRILL-CL A	CMG	\$325.81	\$297.46	\$1,629	\$1,487	\$0	0.0%	0.5%	0.5%
45	STARBUCKS CORP	SBUX	\$30.78	\$53.62	\$1,385	\$2,413	\$38	1.6%	0.7%	0.8%
Total					\$3,014	\$3,900	\$38	1.0%	1.2%	1.3%
TOBACCO										
65	ALTRIA GROUP INC	MO	\$18.40	\$31.44	\$1,196	\$2,044	\$114	5.6%	0.6%	0.7%
45	PHILIP MORRIS INTERNATIONAL	PM	\$88.55	\$83.64	\$3,985	\$3,764	\$153	4.1%	1.2%	1.2%
Total					\$5,181	\$5,807	\$267	4.6%	1.8%	1.9%
TOTAL Consumer Staples					\$16,327	\$18,672	\$520	2.8%	5.8%	6.1%
Emerging Markets Mutual Funds										
EMERGING MARKETS FUND										
1,181.707	BERNSTEIN EMERGING MARKETS PORTFOLIO	SNEMX	\$11.81	\$28.27	\$13,961	\$33,407	\$424	1.3%	10.3%	10.9%
TOTAL Emerging Markets Mutual Funds					\$13,961	\$33,407	\$424	1.3%	10.3%	10.9%
Energy										
OFFSHORE DRILLING										
16	DIAMOND OFFSHORE DRILLING	DO	\$67.10	\$67.96	\$1,074	\$1,087	\$8	0.7%	0.3%	0.4%
OIL - CRUDE PRODUCTS										
9	EOG RESOURCES INC	EOG	\$91.32	\$120.79	\$822	\$1,087	\$6	0.6%	0.3%	0.4%
19	NOBLE ENERGY INC	NBL	\$71.45	\$101.74	\$1,357	\$1,933	\$19	1.0%	0.6%	0.6%

Portfolio Holdings and Valuation

Account: THE BEIRNE FOUNDATION INC. (888-83494)
 As of December 31, 2012

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Total					\$2,179	\$3,020	\$25	0.8%	0.9%	1.0%
OIL WELL EQUIPMENT & SERVICES										
18	OCEANEERING INTL INC	OII	\$45.64	\$53.79	\$821	\$968	\$13	1.3%	0.3%	0.3%
25	HELMERICH & PAYNE	HP	\$45.86	\$56.01	\$1,146	\$1,400	\$15	1.1%	0.4%	0.5%
45	SCHLUMBERGER LTD	SLB	\$45.47	\$69.30	\$2,046	\$3,118	\$50	1.6%	1.0%	1.0%
22	NATIONAL - OILWELL INC	NOV	\$79.36	\$68.35	\$1,746	\$1,504	\$11	0.8%	0.5%	0.5%
Total					\$5,760	\$6,991	\$89	1.3%	2.2%	2.3%
OILS - INTEGRATED INTERNATIONAL										
55	EXXON MOBIL CORP	XOM	\$89.27	\$86.55	\$4,910	\$4,760	\$125	2.6%	1.5%	1.6%
15	ROYAL DUTCH SHELL PLC-ADR	RDSA	\$73.26	\$68.95	\$1,099	\$1,034	\$52	5.0%	0.3%	0.3%
100	BP PLC-SPONS ADR	BP	\$39.64	\$41.64	\$3,964	\$4,164	\$216	5.2%	1.3%	1.4%
Total					\$9,973	\$9,959	\$393	3.9%	3.1%	3.3%
TOTAL Energy					\$18,985	\$21,057	\$515	2.4%	6.5%	6.9%
Financial										
BANKS - NYC										
75	CIT GROUP INC	CIT	\$34.75	\$38.64	\$2,606	\$2,898	\$0	0.0%	0.9%	0.9%
110	CITIGROUP INC	C	\$40.92	\$39.56	\$4,502	\$4,352	\$4	0.1%	1.3%	1.4%
25	JPMORGAN CHASE & CO	JPM	\$33.14	\$43.97	\$829	\$1,099	\$30	2.7%	0.3%	0.4%
Total					\$7,936	\$8,349	\$34	0.4%	2.6%	2.7%
FINANCE - PERSONAL LOANS										
65	DISCOVER FINANCIAL SERVICES	DFS	\$39.28	\$38.55	\$2,553	\$2,506	\$36	1.5%	0.8%	0.8%
MAJOR REGIONAL BANKS										
45	BB&T CORP	BBT	\$31.82	\$29.11	\$1,432	\$1,310	\$36	2.8%	0.4%	0.4%
45	US BANCORP	USB	\$34.57	\$31.94	\$1,556	\$1,437	\$35	2.4%	0.4%	0.5%
200	BANK OF AMERICA CORP	BAC	\$9.99	\$11.61	\$1,999	\$2,322	\$8	0.3%	0.7%	0.8%
20	STATE STREET CORP	STT	\$42.08	\$47.01	\$842	\$940	\$19	2.0%	0.3%	0.3%

Portfolio Holdings and Valuation

Account: THE BEIRNE FOUNDATION INC. (888-83494)
 As of December 31, 2012

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
130	WELLS FARGO & COMPANY	WFC	\$32.62	\$34.18	\$4,241	\$4,443	\$114	2.6%	1.4%	1.5%
Total					\$10,068	\$10,453	\$213	2.0%	3.2%	3.4%
MISC. FINANCIAL										
30	MCGRAW-HILL COMPANIES INC	MHP	\$44.47	\$54.67	\$1,334	\$1,640	\$106	6.4%	0.5%	0.5%
13	VISA INC - CLASS A SHRS	V	\$104.10	\$151.58	\$1,353	\$1,971	\$17	0.9%	0.6%	0.6%
11	AFFILIATED MANAGERS GROUP INC	AMG	\$103.13	\$130.15	\$1,134	\$1,432	\$0	0.0%	0.4%	0.5%
Total					\$3,822	\$5,042	\$123	2.4%	1.6%	1.6%
MULTI-LINE INSURANCE										
65	UNITEDHEALTH GROUP INC	UNH	\$49.72	\$54.24	\$3,232	\$3,526	\$55	1.6%	1.1%	1.2%
30	FIDELITY NATIONAL FINANCIAL IN	FNF	\$19.90	\$23.55	\$597	\$707	\$19	2.7%	0.2%	0.2%
15	VALIDUS HOLDINGS LTD	VR	\$33.14	\$34.58	\$497	\$519	\$15	2.9%	0.2%	0.2%
60	WELLPOINT INC	WLP	\$60.67	\$60.92	\$3,640	\$3,655	\$69	1.9%	1.1%	1.2%
30	HEALTH NET INC	HNT	\$27.88	\$24.30	\$836	\$729	\$0	0.0%	0.2%	0.2%
Total					\$8,802	\$9,135	\$158	1.7%	2.8%	3.0%
PROPERTY - CASUALTY INSURANCE										
14	PARTNERRE LTD	PRE	\$81.69	\$80.49	\$1,144	\$1,127	\$34	3.0%	0.3%	0.4%
TOTAL Financial					\$34,326	\$36,612	\$598	1.6%	11.3%	12.0%
Industrial Resources										
CHEMICALS										
40	LYONDELLBASELL INDU-CL A	LYB	\$36.50	\$57.09	\$1,460	\$2,284	\$4	0.2%	0.7%	0.7%
FERTILIZERS										
13	MONSANTO CO	MON	\$56.54	\$94.65	\$735	\$1,230	\$20	1.6%	0.4%	0.4%
MISC INDUSTRIAL COMMODITIES										
25	INTERCONTINENTALEXCHANGE INC	ICE	\$127.63	\$123.81	\$3,191	\$3,095	\$0	0.0%	1.0%	1.0%
TOTAL Industrial Resources					\$5,386	\$6,609	\$24	0.4%	2.0%	2.2%
International Equity Mutual Funds										

Portfolio Holdings and Valuation

Account: THE BEIRNE FOUNDATION INC. (888-83494)
 As of December 31, 2012

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
INTERNATIONAL EQUITY FUND										
4,691.609	BERNSTEIN INTERNATIONAL PORTFOLIO	SIMTX	\$14.22	\$13.91	\$66,723	\$65,260	\$1,239	1.9%	20.1%	21.3%
TOTAL International Equity Mutual Funds					\$66,723	\$65,260	\$1,239	1.9%	20.1%	21.3%
Non-Financial										
HOME BUILDING										
75	PULTE GROUP INC	PHM	\$13.71	\$18.16	\$1,028	\$1,362	\$0	0.0%	0.4%	0.4%
TOTAL Non-Financial					\$1,028	\$1,362	\$0	0.0%	0.4%	0.4%
Services										
AIR TRANSPORT										
150	DELTA AIR LINES INC	DAL	\$10.78	\$11.87	\$1,616	\$1,781	\$0	0.0%	0.5%	0.6%
TOTAL Services					\$1,616	\$1,781	\$0	0.0%	0.5%	0.6%
Technology										
COMMUNICATION - EQUIP. MFRS.										
20	BROADCOM CORP-CL A	BRCM	\$26.78	\$33.21	\$536	\$664	\$8	1.2%	0.2%	0.2%
130	CISCO SYSTEMS INC	CSCO	\$19.53	\$19.65	\$2,539	\$2,555	\$73	2.9%	0.8%	0.8%
35	QUALCOMM INC	QCOM	\$53.48	\$62.02	\$1,872	\$2,171	\$35	1.6%	0.7%	0.7%
16	HARRIS CORP	HRS	\$49.95	\$48.96	\$799	\$783	\$24	3.0%	0.2%	0.3%
Total					\$5,745	\$6,173	\$139	2.3%	1.9%	2.0%
COMPUTER SERVICES/SOFTWARE										
45	CITRIX SYSTEMS INC	CTXS	\$64.90	\$65.75	\$2,920	\$2,959	\$0	0.0%	0.9%	1.0%
25	ANSYS INC	ANSS	\$58.42	\$67.34	\$1,461	\$1,684	\$0	0.0%	0.5%	0.5%
14	LINKEDIN CORP - A	LNKD	\$96.47	\$114.82	\$1,351	\$1,607	\$0	0.0%	0.5%	0.5%
45	COGNIZANT TECH SOLUTIONS-A	CTSH	\$70.00	\$74.05	\$3,150	\$3,332	\$0	0.0%	1.0%	1.1%
60	TIBCO SOFTWARE INC	TIBX	\$29.46	\$22.01	\$1,768	\$1,321	\$0	0.0%	0.4%	0.4%
14	F5 NETWORKS INC	FFIV	\$110.23	\$97.15	\$1,543	\$1,360	\$0	0.0%	0.4%	0.4%
16	INTUIT INC	INTU	\$46.40	\$59.50	\$742	\$952	\$11	1.1%	0.3%	0.3%

Portfolio Holdings and Valuation

Account: THE BEIRNE FOUNDATION INC. (888-83494)

As of December 31, 2012

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
2	PRICELINE.COM INC	PCLN	\$647.13	\$621.20	\$1,294	\$1,242	\$0	0.0%	0.4%	0.4%
22	RED HAT INC	RHT	\$51.22	\$52.96	\$1,127	\$1,165	\$0	0.0%	0.4%	0.4%
9	RACKSPACE HOSTING INC	RAX	\$44.51	\$74.27	\$401	\$668	\$0	0.0%	0.2%	0.2%
Total					\$15,756	\$16,291	\$11	0.1%	5.0%	5.3%
COMPUTERS										
25	EMC CORP/MASS	EMC	\$14.97	\$25.30	\$374	\$633	\$0	0.0%	0.2%	0.2%
225	HEWLETT-PACKARD CO	HPQ	\$27.59	\$14.25	\$6,208	\$3,206	\$119	3.7%	1.0%	1.0%
13	APPLE INC	AAPL	\$35.05	\$533.03	\$456	\$6,929	\$138	2.0%	2.1%	2.3%
Total					\$7,038	\$10,768	\$257	2.4%	3.3%	3.5%
MISC. INDUSTRIAL TECHNOLOGY										
13	ILLUMINA INC	ILMN	\$27.16	\$55.59	\$353	\$723	\$0	0.0%	0.2%	0.2%
SEMICONDUCTORS										
225	MICRON TECHNOLOGY INC	MU	\$5.52	\$6.35	\$1,242	\$1,429	\$0	0.0%	0.4%	0.5%
225	APPLIED MATERIALS INC	AMAT	\$11.12	\$11.44	\$2,502	\$2,574	\$81	3.2%	0.8%	0.8%
Total					\$3,744	\$4,003	\$81	2.0%	1.2%	1.3%
TOTAL Technology					\$32,636	\$37,957	\$488	1.3%	11.7%	12.4%
Utilities										
ELECTRIC COMPANIES										
15	EDISON INTERNATIONAL	EIX	\$42.96	\$45.19	\$644	\$678	\$20	3.0%	0.2%	0.2%
70	NV ENERGY INC	NVE	\$15.02	\$18.14	\$1,052	\$1,270	\$48	3.8%	0.4%	0.4%
Total					\$1,696	\$1,948	\$68	3.5%	0.6%	0.6%
TELECOM										
30	FACEBOOK INC-A	FB	\$19.88	\$26.63	\$597	\$799	\$0	0.0%	0.2%	0.3%
TELEPHONE										
30	AT&T INC	T	\$32.76	\$33.71	\$983	\$1,011	\$54	5.3%	0.3%	0.3%
TOTAL Utilities					\$3,275	\$3,758	\$122	3.2%	1.2%	1.2%



Portfolio Holdings and Valuation

Account: THE BEIRNE FOUNDATION INC. (888-83494)
As of December 31, 2012

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class	
						\$182 AI					
TOTAL Equities					\$258,997	\$306,179	\$5,023	1.6%	94.6%	100.0%	

NET PORTFOLIO VALUE

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
NET PORTFOLIO VALUE					\$279,153	\$323,932	\$5,647	1.7%		
LESS CASH					(8,008)	(8,008)				
					-----	-----				
					\$271,145	\$315,924				

Notes:

- AI = Accrued Income (interest and dividends).
- Dynamic Asset Allocation Overlay Portfolio yields are estimates based on stock dividends and income from cash and directly held fixed income securities in the fund, net of estimated fund expenses. Actual dividends, which are distributed annually, can vary significantly due to tax treatment of foreign currency and various instruments. In addition to these dividends the funds may also make annual distributions of short and long-term capital gains.
- International and Emerging Market fund yields are estimates based on stock dividends and interest income generated from cash and securities held directly in the fund, net of estimated fund expenses. These dividends are distributed annually. Additionally, the funds may make annual distributions of short and long-term capital gains.
- Total portfolio cost includes the reinvestment of interest, dividends and capital gains distributions as well as sale proceeds and therefore is not equivalent to the capital you have invested in this account