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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

ABM Foundation Inc.
C/O Wilmot L. Harris, Jr.
170 Mason Street
Greenwich, CT 06830

A Employer identification number 13-4135717

B Telephone number (see the instructions) (203) 862-7705

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, column (c), line 16)* ► $ 1,488,520.

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 (att sch)				
	2	Ck ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	18,765.	18,765.	18,765.	
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain/(loss) from sale of assets not on line 10	991,955.			
	b	Gross sales price for all assets on line 6a 1,480,657.				
	7	Capital gain net income (from Part IV, line 2)		991,955.		
	8	Net short-term capital gain			1,117.	
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule) See Statement 1	84.			
	12	**Total.** Add lines 1 through 11	1,010,804.	1,010,720.	19,882.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule) See St 2	8,548.			
	b	Accounting fees (attach sch)				
	c	Other prof fees (attach sch) See St 3	7,163.			
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Stm 4	21.			
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 5	386.	386.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	16,118.	386.		
	25	Contributions, gifts, grants paid Part XV	82,780.			82,780.
	26	**Total expenses and disbursements.** Add lines 24 and 25	98,898.	386.	0.	82,780.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	911,906.			
	b	**Net investment income** (if negative, enter 0)		1,010,334.		
	c	**Adjusted net income** (if negative, enter 0)			19,882.	

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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			
	2	Savings and temporary cash investments	39,355.	100,315.	100,315.
	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 sch) ►			
		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)	391,851.	1,242,797.	1,388,205.
	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 ►)			
	16	**Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	431,206.	1,343,112.	1,488,520.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & 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			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	431,206.	1,343,112.	
	30	**Total net assets or fund balances** (see instructions)	431,206.	1,343,112.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	431,206.	1,343,112.	

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	431,206.
2	Enter amount from Part I, line 27a	2	911,906.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,343,112.
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	1,343,112.

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 shares MLC Company)	**(b)** How acquired P — Purchase D — Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
1a	See Statement 6			
b				
c				
d				
e				

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

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

	(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	**(l)** Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	991,955.
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	1,117.

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 (column (b) divided by column (c))
2011	1,000.	1,457,898.	0.000686
2010	70,000.	1,329,208.	0.052663
2009		1,027,814.	
2008	70,000.	1,372,138.	0.051015
2007		1,383,385.	

2	**Total** of line 1, column (d)	2	0.104364
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	0.020873
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,299,171.
5	Multiply line 4 by line 3	5	27,118.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,103.
7	Add lines 5 and 6	7	37,221.
8	Enter qualifying distributions from Part XII, line 4	8	82,780.

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 instrs)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	1	10,103.
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	10,103.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	10,103.
6 Credits/Payments.		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012 — **6 a**		
b Exempt foreign organizations — tax withheld at source — **6 b**		
c Tax paid with application for extension of time to file (Form 8868) — **6 c**		
d Backup withholding erroneously withheld — **6 d**		
7 Total credits and payments Add lines 6a through 6d	7	0.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	10,103.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► **Refunded** ►	11	

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?	1 a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		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?	1 c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	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, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CO			
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*	8 b	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 ► Peter A. Nierenberg Telephone no ► (203) 664-1480

Located at ► 291 Newtown Tpk Redding CT ZIP + 4 ► 06896

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

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 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

				Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.				
1 a	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)?		1 b	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?		1 c		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)		2 b	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__				
3 a	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.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		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** X (No)

If 'Yes' to 6b, file Form 8870.

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
Peter A. Nierenberg 291 Newtown Tpk Redding, CT 06896-2417	Director 1.00	0.	0.	0.
Martha Nierenberg 15 Middle Patent Road Armonk, NY 10504	Director 0.20	0.	0.	0.

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

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

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 ►	0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (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	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.				
a	Average monthly fair market value of securities			1 a	1,318,955.
b	Average of monthly cash balances			1 b	
c	Fair market value of all other assets (see instructions)			1 c	
d	**Total** (add lines 1a, b, and c)			1 d	1,318,955.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	1,318,955.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	19,784.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	1,299,171.
6	**Minimum investment return.** Enter 5% of line 5			6	64,959.

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	64,959.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	10,103.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b			
c	Add lines 2a and 2b			2 c	10,103.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	54,856.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	54,856.
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	54,856.

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	1 a	82,780.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	82,780.
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	10,103.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	72,677.

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				54,856.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			71,874.	
b Total for prior years 20 ___, 20 ___, 20 ___		0.		
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 ► $ 82,780.				
a Applied to 2011, but not more than line 2a			71,874.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				10,906.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				43,950.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
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			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** 'Assets' alternative test — enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

Peter A. Nierenberg

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 Statement 7				
Total			► 3a	82,780.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					18,765.
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					84.
8 Gain or (loss) from sales of assets other than inventory		113.			991,842.
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)		113.			1,010,691.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,010,804.

(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)
N/A	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions.			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee

Date 5/16/13

Title Director

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
Wilmot L. Harris, Jr.	Wilmot L. Harris, Jr.	5/16/13		P00094665

Firm's name ► Ivey, Barnum & O'Mara, LLC

Firm's EIN ► 06-0642300

Firm's address ► 170 Mason Street
Greenwich, CT 06830

Phone no (203) 661-6000

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ 84.		
Total	$ 84.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ivey, Barnum & O'Mara, LLC, legal fees	$ 8,548.			
Total	$ 8,548.	$ 0.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Morgan Stanley #723-073749-194, fees	$ 1,462.			
Morgan Stanley #723-073750-194, fees	1,455.			
Morgan Stanley #723-073751-194, fees	1,240.			
Morgan Stanley #723-073752-194, fees	1,631.			
Morgan Stanley #723-073753-194, fees	1,375.			
Total	$ 7,163.	$ 0.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
US Treasury, 2011 Form 990-PF Tax	$ 21.			
Total	$ 21.	$ 0.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax Paid - #723-073749-194	$ 48.	$ 48.		
Foreign Tax Paid - #723-073751-194	6.	6.		
Foreign Tax Paid - #723-073752-194	156.	156.		
Foreign Tax Paid - #723-073753-194	176.	176.		
Total	$ 386.	$ 386.	$ 0.	$ 0.

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	Acct #723-073753-194 ST-Covered	Purchased	Various	Various
2	Gain/Loss (See Attached)	Purchased		
3	Acct #723-073753-194 LT-Noncovered	Purchased	12/28/1995	6/05/2012
4	Gain/Loss (See Attached)	Purchased		
5	Acct #723-073752-194 ST-Covered	Purchased	Various	Various
6	Gain/Loss (See Attached)	Purchased		
7	Acct #723-073752-194 LT-Noncovered	Purchased	11/09/1995	6/05/2012
8	Gain/Loss (See Attached)	Purchased		
9	Acct #723-073751-194 ST-Covered	Purchased	Various	Various
10	Gain/Loss (See Attached)	Purchased		
11	Acct #723-073751-194 ST-Noncovered	Purchased	Various	Various
12	Gain/Loss (See Attached)	Purchased		
13	Acct #723-073751-194 LT-Noncovered	Purchased	11/09/1995	5/29/2012
14	Gain/Loss (See Attached)	Purchased		
15	Acct #723-073750-194 ST-Covered	Purchased	Various	Various
16	Gain/Loss (See Attached)	Purchased		
17	Acct #723-073750-194 LT-Noncovered	Purchased	1/01/2010	Various
18	Gain/Loss (See Attached)	Purchased		
19	Acct #723-073749-194 ST-Covered	Purchased	Various	Various
20	Gain/Loss (See Attached)	Purchased		
21	Acct #723-073749-194 ST-Noncovered	Purchased	Various	Various
22	Gain/Loss (See Attached)	Purchased		
23	Acct #723-073749-194 LT-Noncovered	Purchased	1/01/2010	Various
24	Gain/Loss (See Attached)	Purchased		
25	Acct #723-063018-194 ST-Noncovered	Purchased	Various	Various
26	Gain/Loss (See Attached)	Purchased		
27	Acct #723-063018-194 LT-Noncovered	Purchased	11/09/1995	5/04/2012
28	Gain/Loss (See Attached)	Purchased		
29	Capital Gain Dividends			

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	13,500.		14,183.	-683.				$ -683.
2	0.		0.	0.				0.
3	118,781.		32,111.	86,670.				86,670.
4	0.		0.	0.				0.
5	22,995.		22,830.	165.				165.
6	0.		0.	0.				0.

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
7	237,675.		58,220.	179,455.				$ 179,455.
8	0.		0.	0.				0.
9	15,810.		15,594.	216.				216.
10	0.		0.	0.				0.
11	66.		0.	66.				66.
12	0.		0.	0.				0.
13	119,632.		29,110.	90,522.				90,522.
14	0.		0.	0.				0.
15	25,900.		25,372.	528.				528.
16	0.		0.	0.				0.
17	357,699.		87,330.	270,369.				270,369.
18	0.		0.	0.				0.
19	15,303.		14,773.	530.				530.
20	0.		0.	0.				0.
21	4,432.		4,099.	333.				333.
22	0.		0.	0.				0.
23	359,789.		87,330.	272,459.				272,459.
24	0.		0.	0.				0.
25	1,208.		1,246.	-38.				-38.
26	0.		0.	0.				0.
27	187,754.		96,504.	91,250.				91,250.
28	0.		0.	0.				0.
29								113.
							Total	$ 991,955.

Statement 7
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Hope for the Warriors 55 Water Street New York, NY 10041	None	Public	General Support	$ 12,000.
Soc for Science and the Public ,	None	Public	General Support	10,000.
American Red Cross ,	None	Public	General Support	10,000.
Robin Hood Fdn ,	None	Public	General Support	10,000.
Computers for Youth ,	None	Public	General Support	25,000.

Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Peewies ,	None	Public	General Support	$ 5,000.
Covenant House ,	None	Public	General Support	10,000.
Housatonic Habitat For Humanity ,	None	Public	General Support	780.
			Total	$ 82,780.

The book value for corporate stock shown on 2011 Form 990-PF was incorrectly reported as 1,637,659 and has been reduced to 391,851 as reflected on this 2012 Form 990-PF.

ABM Foundation, Inc.
E.I.N. 13-4135717
Balance Sheet - Part II

Line 10b -Corporate Stocks	Book Value at the Start of the Year	Book Value at the End of the Year	Fair Market Value at the End of Year
11 shs., Berkshire Hathaway Inc CL A	323,211.47	Sold During Year	Sold During Year
428.334 shs., Fidelity Select Electronics	17,250.87	Sold During Year	Sold During Year
1,077.752 shs., Fidelity Small Cap Stock	17,287.70	Sold During Year	Sold During Year
428.185 shs., Janus Overseas Fund T	17,723.46	Sold During Year	Sold During Year
1,543.65 shs., Kinetics Market Opport No Load	16,378.30	Sold During Year	Sold During Year
Morgan Stanley Account #723-073753-194 (See Attached List of Stocks)	Purchased During Year	166,570.54	193,277.60
Morgan Stanley Account #723-073752-194 (See Attached List of Stocks)	Purchased During Year	315,698.01	373,995.50
Morgan Stanley Account #723-073751-194 (See Attached List of Stocks)	Purchased During Year	159,445.14	177,795.78
Morgan Stanley Account #723-073750-194 (See Attached List of Stocks)	Purchased During Year	299,730.27	307,573.23
Morgan Stanley Account #723-073749-194 (See Attached List of Stocks)	Purchased During Year	301,352.52	335,562.25
Total Line 10b:	391,851.80	1,242,796.48	1,388,204.36

Holdings

Fiduciary Services Active Assets Account
723-073753-194

ABM FOUNDATION, INC.
C/O PETER NIERENBERG &

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AKBANK TURK ANONIM SIRKETI ADR (AKBTY)	6/7/12	309.000	$6.350	$1,962.15	**$3,105.45**	$1,143.30 ST	$26.88	0 86
Share Price. $10.050								
AMERICA MOVIL SA DE CV ADR L (AMX)	6/7/12	210.000	23.590	4,953.90	**4,859.40**	(94.50) ST	63.21	1 30
Share Price $23.140								

CONTINUED

Holdings

Fiduciary Services Active Assets Account
723-073753-194

ABM FOUNDATION, INC.
C/O PETER NIERENBERG &

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
BAIDU INC ADS (BIDU)	10/25/12	24.000	114.629	2,751.09	**2,406.96**	(344.13) ST	—	—
Share Price. $100.290								
BANCO DO BRASIL SA SPON ADR (BDORY)	6/7/12	476.000	9.890	4,707.64	6,030.92	1,323.28 ST		
	10/23/12	65.000	11.118	722.66	823.55	100.89 ST		
	Total	541.000		5,430.30	**6,854.47**	1,424.17 ST	110.91	1.61
Share Price: $12.670								
BANCO MACRO S.A. SPONS ADR (BMA)	6/7/12	131.000	13.226	1,732.65	**2,376.34**	643.69 ST	—	—
Share Price. $18.140								
BIDVEST GROUP LTD SPONS ADR (BDVSY)	6/7/12	76.000	44 150	3,355.40	**3,944.40**	589 00 ST	96.22	2.43
Share Price. $51.900								
CHINA CONSTRUCTION BANK CORP (CICHY)	6/7/12	375.000	14.600	5,475.00	6,086.25	611.25 ST		
	7/27/12	37.000	12.784	472.99	600.51	127.52 ST		
	8/29/12	61.000	13.538	825.81	990.03	164.22 ST		
	Total	473.000		6,773.80	**7,676.79**	902.99 ST	295.15	3.84
Share Price: $16.230								
CHINA MOBILE LTD (CHL)	6/7/12	109.000	51.319	5,593.76	**6,400.48**	806.72 ST	213.75	3.33
Share Price $58.720								
CIELO SA SPONSORED ADR NEW (CIOXY)	6/7/12	161.000	28.850	4,644.85	4,644.85	0.00 ST		
	12/7/12	71.000	26.569	1,886 42	2,048.35	161.93 ST		
	Total	232.000		6,531.27	**6,693.20**	161.93 ST	242.21	3.61
Share Price: $28.850								
CLICKS GROUP LTD ADR (CCKRY)	6/7/12	161.000	24.300	3,912.30	**5,013.54**	1,101.24 ST	91.29	1.82
Share Price. $31.140								
CNOOC LTD ADS (CEO)	7/25/12	15.000	190.601	2,859.02	3,300.00	440.98 ST		
	9/17/12	3.000	208.147	624.44	660.00	35.56 ST		
	Total	18.000		3,483.46	**3,960.00**	476.54 ST	89.80	2.26
Share Price: $220.000								

CONTINUED

Holdings

Fiduciary Services Active Assets Account
723-073753-194

ABM FOUNDATION, INC.
C/O PETER NIERENBERG &

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
COMMERCIAL INTL BNK LTD SP ADR (CIBEY)	6/7/12	438.000	4.000	1,752 00	**2,628.00**	876.00 ST	63.51	2.41
Share Price. $6.000								
COMP DE BEB AMBEV SP ADR (ABV)	6/7/12	86 000	37 390	3,215.54	3,611.14	395 60 ST		
	9/20/12	13 000	37.841	491 93	545.87	53.94 ST		
	Total	99.000		3,707 47	**4,157.01**	449.54 ST	84.25	2.02
Share Price· $41 990								
GAZPROM O A O SPON ADR (OGZPY)	6/7/12	306.000	9.370	2,867 22	2,977.38	110.16 ST		
	7/26/12	80.000	8.988	719.02	778.40	59.38 ST		
	Total	386.000		3,586 24	**3,755.78**	169 54 ST	175.63	4.67
Share Price: $9.730								
GRUPO TELEVISA S.A.GLOBAL DEP (TV)	6/7/12	157.000	19.659	3,086.51	**4,173.06**	1,086 55 ST	17.58	0.42
Share Price. $26 580								
KB FINANCIAL GRP INC SONS ADR (KB)	6/7/12	138.000	32.857	4,534.28	**4,954.20**	419.92 ST	65.69	1.32
Share Price: $35 900								
KIMBERLY CLARK SPON ADR (KCDMY)	6/7/12	411.000	8.870	3,645 57	**5,301.90**	1,656.33 ST	190.29	3.58
Share Price. $12.900								
KOC HLDG AS UNSPON ADR (KHOLY)	6/7/12	189.000	17.450	3,298.05	**4,944.24**	1,646.19 ST	53.30	1.07
Share Price. $26.160								
MOBILE TELESYSTEMS OJSC (MBT)	6/7/12	281 000	18.224	5,120.89	5,240.65	119.76 ST		
	11/14/12	13.000	16.971	220.62	242.45	21.83 ST		
	Total	294.000		5,341 51	**5,483.10**	141.59 ST	217.56	3.96
Share Price. $18.650								
NEDBANK GRP LTD SPON ADR (NDBKY)	6/7/12	206.000	20 770	4,278.62	**4,643.24**	364.62 ST	151.20	3.25
Share Price: $22.540								
NETEASE.COM INC ADS (NTES)	6/7/12	58.000	63.810	3,700.98	**2,466.74**	(1,234.24) ST	—	—
Share Price $42.530								
OIL CO LUKOIL SPN ADR (LUKOY)	6/7/12	59.000	53.250	3,141.75	**3,982.50**	840.75 ST	180 19	4.52
Share Price. $67.500								
ORASCOM CONSTR INDS SPON (ORSCY)	6/7/12	86.000	41.050	3,530.30	**3,607.70**	77.40 ST	—	—
Share Price. $41.950								

CONTINUED

Holdings

Fiduciary Services Active Assets Account
723-073753-194

ABM FOUNDATION, INC.
C/O PETER NIERENBERG &

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ORIFLAME COSMETICS SA ADR (OFLMY)	6/7/12	221.000	15.170	3,352.57	**3,507.27**	154.70 ST	192.49	5.48
Share Price: $15.870								
PHILIPPINE LG DIST TEL SPN ADR (PHI)	6/7/12	92.000	56.350	5,184.20	**5,640.52**	456.32 ST	198.08	3.51
Share Price: $61.310								
PPC LIMITED UNSPON ADR (PPCYY)	6/7/12	319.000	6.580	2,099.02	**2,561.57**	462.55 ST	82.94	3.23
Share Price. $8.030								
PT BK MANDIRI PERSERO TBK UNSP (PPERY)	6/7/12	536.000	7.360	3,944.96	**4,493.82**	548.86 ST	41.81	0.93
Share Price. $8.384								
PT SEMEN GRESIK PERSERO ADR (PSGTY)	6/7/12	83.000	23.590	1,957.97	**2,664.30**	706.33 ST	42.25	1.58
Share Price. $32.100								
PT TELEKOMUNIKASI INDONESIA (TLK)	6/7/12	158.000	32.109	5,073.25	**5,838.10**	764.85 ST	173.33	2 96
Share Price. $36.950								
PT UNITED TRACTORS ADR (PUTKY)	6/7/12	35 000	50.110	1,753 85	1,409.45	(344.40) ST		
	6/28/12	28.000	45.157	1,264 40	1,127.56	(136.84) ST		
	7/24/12	1.000	44.690	44.69	40.27	(4.42) ST		
	9/26/12	11.000	42 844	471.28	442.97	(28.31) ST		
	Total	75 000		3,534.22	**3,020.25**	(513.97) ST	76 35	2.52
Share Price: $40.270								
PTT EXPLO & PRODTN SPONS ADR (PEXNY)	6/7/12	204.000	10.080	2,056.32	2,239.92	183.60 ST		
	11/6/12	10.000	11.274	112.74	109.80	(2.94) ST		
	Total	214 000		2,169.06	**2,349.72**	180.66 ST	68.05	2.89
Share Price. $10.980								
SANLAM LTD ADR (SLLDY)	6/7/12	144.000	20.590	2,964.96	**3,864.96**	900 00 ST	113.62	2.93
Share Price $26.840								
SBERBANK RUSSIA SPONSORED ADR (SBRCY)	6/7/12	417.000	10.430	4,349.31	5,237.52	888.21 ST		
	7/26/12	83.000	10.779	894.67	1,042.48	147.81 ST		
	8/29/12	42.000	11.893	499.51	527.52	28.01 ST		

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Holdings

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ABM FOUNDATION, INC.
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	542.000		5,743.49	**6,807.52**	1,064.03 ST	105.15	1.54
Share Price. $12.560								
SHINHAN FINANCIAL GROUP CO LTD (SHG)	6/7/12	118.000	34.077	4,021 13	4,323 52	302.39 ST		
	8/28/12	18.000	32 854	591.37	659.52	68.15 ST		
	Total	136.000		4,612.50	**4,983.04**	370 54 ST	68.68	1.37
Share Price: $36.640								
SHOPRITE HLDGS LTD ADR (SRHGY)	6/7/12	89.000	34 990	3,114 11	**4,347.65**	1,233 54 ST	52.15	1.19
Share Price. $48 850								
STANDARD BANK GROUP LTD SPON (SGBLY)	6/7/12	240.000	14.135	3,392 40	**3,414.00**	21.60 ST	256.32	7.50
Share Price: $14.225								
TAIWAN SMCNDCTR MFG CO LTD ADR (TSM)	6/7/12	326 000	13.650	4,449.90	5,594.16	1,144.26 ST		
	7/26/12	71 000	13.324	946.02	1,218.36	272.34 ST		
	Total	397.000		5,395.92	**6,812.52**	1,416.60 ST	158.01	2.31
Share Price. $17.160								
TIGER BRANDS LTD SPON ADR NEW (TBLMY)	6/7/12	101.000	31 690	3,200.69	**3,929.91**	729.22 ST	81.00	2.06
Share Price: $38.910								
TURKCELL ILETISM HIZM AS NEW (TKC)	6/7/12	359.000	11.224	4,029 24	**5,794.26**	1,765.02 ST	—	—
Share Price. $16.140								
VODACOM GROUP LTD-UNSP ADR (VDCMY)	6/7/12	195.000	11.950	2,330 25	**2,934.75**	604.50 ST	138.84	4.73
Share Price. $15.050								
WEICHAI PWR CO LTD UNSPON ADR (WEICY)	6/7/12	210.000	13.892	2,917 25	**3,803.10**	885.85 ST	19.74	0.51
Share Price. $18.110								
WOOLWORTHS HLDGS LTD (WLWHY)	6/5/12	45.000	57.861	2,603.75	**3,844.80**	1,241.05 ST	91.94	2 39
Share Price. $85.440								
WYNN MACAU LTD UNSPON ADR (WYNMY)	11/9/12	79.000	28 622	2,261.12	**2,164.60**	(96 52) ST	—	—
Share Price. $27 400								
YPF SOCIEDAD ADS REP 1 CL-D SH (YPF)	9/13/12	90.000	13 014	1,171.22	**1,309.50**	138.28 ST	14.49	1.10
Share Price. $14 550								
COMMON STOCKS				**$161,135.51**	**$187,474.66**	**$26,339.15 ST**	**$4,403.86** **$0.00**	**2.35%**

Holdings

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ABM FOUNDATION, INC.
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STOCKS

PREFERRED STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
VALE S.A. SP (VALE'P)	6/7/12	286.000	$19.004	$5,435.03	$5,802.94	$367.91 ST	$88.66	1.52
Share Price: $20.290								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
STOCKS	97.9%	$166,570.54	$193,277.60	$26,707.06 ST	$4,492.52 $0.00	2.32%

Holdings

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STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AIA GROUP LTD SPON ADR (AAGIY)	6/11/12	512 000	$13.280	$6,799.36	$8,104.96	$1,305.60 ST		
	9/21/12	88.000	14.758	1,298.67	1,393.04	94.37 ST		
	Total	600.000		8,098.03	9,498.00	1,399.97 ST	93.00	0.97
Share Price. $15.830								

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Holdings

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AIR LIQUIDE ADR (AIQUY)	6/11/12	562.000	21.810	12,257.22	**14,302.90**	2,045.68 ST	211.87	1 48
Share Price. $25.450								
ALLIANZ SE ADS (AZSEY)	6/11/12	700.000	9.040	6,328.00	**9,674.00**	3,346.00 ST	300.30.	3.10
Share Price: $13.820								
AMERICA MOVIL SA DE CV ADR L (AMX)	6/11/12	289.000	23.737	6,859.85	**6,687.46**	(172.39) ST	86.99	1.30
Share Price: $23.140								
ANHEUSER BUSCH INBEV SA SPON (BUD)	6/11/12	73.000	68.000	4,964.00	6,380.93	1,416.93 ST		
	6/27/12	19.000	73.230	1,391.37	1,660.79	269.42 ST		
	Total	92.000		6,355.37	**8,041.72**	1,686.35 ST	118.96	1.47
Share Price: $87.410								
ARM HOLDINGS PLC ADS (ARMH)	6/11/12	353.000	23.271	8,214.52	13,353.99	5,139.47 ST		
	7/31/12	55.000	26.020	1,431.09	2,080.65	649.56 ST		
	Total	408.000		9,645.61	**15,434.64**	5,789.03 ST	64.06	0.41
Share Price. $37.830								
ATLAS COPCO AS A ADR A NEW (ATLKY)	6/11/12	253.000	20.410	5,163.73	**7,048.58**	1,884.85 ST	128.27	1.81
Share Price: $27.860								
BG GROUP PLC (BRGYY)	6/11/12	366.000	19.540	7,151.64	**6,115.86**	(1,035 78) ST	90.77	1.48
Share Price: $16.710								
BUNGE LTD (BG)	6/11/12	57.000	59 030	3,364 71	**4,143.33**	778 62 ST	61.56	1 48
Share Price. $72.690, Next Dividend Payable 03/2013								
CANADIAN NATL RAILWAY CO (CNI)	6/11/12	77.000	82.040	6,317.08	**7,007.77**	690.69 ST	116.27	1.65
Share Price: $91.010, Next Dividend Payable 03/2013								
COCHLEAR LTD UNSPON ADR (CHEOY)	6/11/12	145.000	32.530	4,716.85	**6,007.35**	1,290.50 ST	164.87	2.74
Share Price: $41.430								
CSL LTD UNSPON ADR (CMXHY)	6/11/12	241.000	19.580	4,718.78	**6,832.35**	2,113.57 ST	92.79	1.35
Share Price: $28.350								
DASSAULT SYSTEMS SA ADS (DASTY)	6/11/12	120.000	91.040	10,924.80	**13,570.80**	2,646.00 ST	73.20	0.53
Share Price. $113.090								
DBS GROUP HOLDINGS LTD SP (DBSDY)	6/11/12	121.000	41.040	4,965.84	**5,936.26**	970.42 ST	211.15	3.55
Share Price: $49.060								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
FANUC CORPORATION UNSP ADR (FANUY)	6/11/12	393.000	28.280	11,114.04	**12,210.51**	1,096.47 ST	134.41	1.10
Share Price. $31.070								
FRESENIUS MEDICAL CARE AG&CO (FMS)	6/11/12	276.000	32.598	8,996.92	**9,466.80**	469.88 ST	86.39	0.91
Share Price. $34.300								
GAZPROM O A O SPON ADR (OGZPY)	6/11/12	260.000	9.320	2,423.20	**2,529.80**	106.60 ST	118.30	4.67
Share Price. $9.730								
HSBC HOLDINGS PLC SPON ADR NEW (HBC)	6/11/12	86.000	41.410	3,561.26	**4,564.02**	1,002.76 ST	215.00	4.71
Share Price. $53 070								
ICICI BANK LTD (IBN)	6/11/12	206.000	29.305	6,036.89	**8,983.66**	2,946.77 ST	118.24	1.31
Share Price. $43 610								
IMPERIAL OIL LTD COM NEW (IMO)	6/11/12	137.000	41 307	5,659 10	**5,891.00**	231.90 ST	65.76	1.11
Share Price $43.000, Next Dividend Payable 01/01/13								
ITAU UNIBANCO MULTIPLE ADR (ITUB)	6/11/12	239.000	14.278	3,412.37	3,933.94	521.57 ST		
	7/30/12	148.000	16.128	2,387.00	2,436.08	49.08 ST		
	9/25/12	88.000	16.026	1,410.32	1,448.48	38.16 ST		
	12/12/12	119.000	15.796	1,879.72	1,958.74	79.02 ST		
	Total	594.000		9,089.41	**9,777.24**	687.83 ST	52.87	0.54
Share Price. $16.460								
JGC CORP UNSPONSORED ADR (JGCCY)	6/11/12	77 000	55.330	4,260.41	4,819 43	559 02 ST		
	12/5/12	37.000	68 022	2,516.83	2,315.83	(201.00) ST		
	Total	114.000		6,777 24	**7,135.26**	358 02 ST	96.44	1.35
Share Price $62.590								
L OREAL CO ADR (LRLCY)	6/11/12	325.000	23.150	7,523.75	**9,093.50**	1,569.75 ST	132.60	1.45
Share Price $27.980								
LI & FUNG LTD UNSPON ADR (LFUGY)	6/11/12	3,031.000	3.770	11,426.87	**10,850.98**	(575.89) ST	306.13	2.82
Share Price. $3.580								
LONZA GROUP AG ZUERICH ADR (LZAGY)	6/11/12	756 000	3 580	2,706.48	**4,089.96**	1,383 48 ST	—	—
Share Price: $5.410								

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Holdings

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ABM FOUNDATION, INC.
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
LVMH MOET HENNESSY LOUIS VUITT (LVMUY)	6/11/12	141.000	30.100	4,244.10	**5,314.29**	1,070.19 ST	78.40	1.47
Share Price. $37.690								
MTN GRP LTD SPONS ADR (MTNOY)	6/11/12	200.000	15.870	3,174.00	**4,290.00**	1,116.00 ST	245.80	5.72
Share Price: $21.450								
NESTLE SPON ADR REP REG SHR (NSRGY)	6/11/12	225.000	57.170	12,863.25	**14,663.25**	1,800.00 ST	398.70	2.71
Share Price. $65.170; Next Dividend Payable 05/2013								
NOKIAN TYRES OYJ UNSPON ADR (NKRKY)	6/11/12	186.000	18.390	3,420.54	3,747.90	327.36 ST		
	6/29/12	80.000	19.180	1,534.40	1,612.00	77.60 ST		
	Total	266.000		4,954.94	**5,359.90**	404.96 ST	163.59	3.05
Share Price. $20.150								
PETROLEO BRAS SA ADS (PBR)	10/3/12	203.000	22.991	4,667.13	**3,952.41**	(714.72) ST	22.33	0.56
Share Price: $19.470								
POTASH CP OF SASKATCHEWAN INC (POT)	9/25/12	128.000	43.617	5,582 98	5,208.32	(374.66) ST		
	12/12/12	46.000	41.051	1,888.33	1,871.74	(16.59) ST		
	Total	174.000		7,471.31	**7,080.06**	(391.25) ST	146.16	2.06
Share Price: $40.690, Next Dividend Payable 02/2013								
QIAGEN NV ORD (QGEN)	6/11/12	261.000	16.402	4,281.03	**4,737.09**	456.06 ST	—	—
Share Price: $18.150								
ROCHE HOLDINGS ADR (RHHBY)	6/11/12	200.000	40.140	8,028.00	**10,100.00**	2,072.00 ST	308.40	3.05
Share Price: $50.500								
SAP AG (SAP)	6/11/12	208.000	57.660	11,993.36	**16,719.04**	4,725.68 ST	140.40	0.83
Share Price: $80.380								
SASOL LTD SPON ADR (SSL)	6/11/12	77.000	42.440	3,267.88	**3,333.33**	65.45 ST	143.14	4.29
Share Price. $43.290								
SCHLUMBERGER LTD (SLB)	6/11/12	156.000	64.626	10,081.62	**10,810.58**	728.96 ST	171.60	1.58
Share Price. $69.299, Next Dividend Payable 01/11/13								
SCHNEIDER ELEC SA UNSP ADR (SBGSY)	6/11/12	617.000	10.890	6,719.13	**9,125.43**	2,406.30 ST	203.61	2.23
Share Price. $14.790								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
SONOVA HLDG AG UNSP ADR (SONVY)	6/11/12	294.000	18.810	5,530.14	**6,570.90**	1,040.76 ST	—	—
Share Price. $22.350								
SVENSKA HANDELSBANKEN AB ADR (SVNLY)	7/20/12	201.000	16.700	3,356.64	**3,624.03**	267.39 ST	112.56	3 10
Share Price. $18.030								
SWATCH GROUP AG ADR THE UNSPON (SWGAY)	6/11/12	290.000	19.450	5,640.50	**7,366.00**	1,725.50 ST	101 79	1.38
Share Price $25.400								
SYSMEX CORP UNSPON ADR (SSMXY)	6/11/12	202.000	19.160	3,870.32	4,646.00	775 68 ST		
	11/30/12	9.000	22.592	203 33	207.00	3 67 ST		
	12/3/12	66.000	22 718	1,499.38	1,518 00	18.62 ST		
	Total	277.000		5,573.03	**6,371.00**	797.97 ST	46.26	0.72
Share Price. $23.000								
TAIWAN SMCNDCTR MFG CO LTD ADR (TSM)	6/11/12	304.000	13.470	4,094.88	5,216.64	1,121.76 ST		
	7/31/12	113.000	13.926	1,573.67	1,939.08	365.41 ST		
	12/5/12	154.000	17.025	2,621.82	2,642.64	20.82 ST		
	Total	571.000		8,290.37	**9,798.36**	1,507 99 ST	227.26	2.31
Share Price: $17 160								
TESCO PLC SPONSORED ADR (TSCDY)	6/11/12	289.000	14.200	4,103.80	**4,791.62**	687.82 ST	190.45	3.97
Share Price $16.580								
TURKIYE GARANTI BANKASI A S (TKGBY)	6/11/12	1,714.000	3 540	6,067.56	**8,912.80**	2,845.24 ST	97.70	1.09
Share Price: $5.200								
UNICHARM CORP UNSPON ADR (UNICY)	6/11/12	830.000	10.638	8,829.54	**8,656.90**	(172.64) ST	165.17	1.90
Share Price. $10.430								
UNILEVER PLC (NEW) ADS (UL)	6/11/12	115.000	31.787	3,655.54	**4,452.80**	797.26 ST	140.99	3.16
Share Price $38.720								
WPP PLC ADR (WPPGY)	6/11/12	136.000	59.088	8,035.95	**9,914.40**	1,878 45 ST	275 26	2.77
Share Price $72 900, Next Dividend Payable 05/2013								
XINYI GLASS HLDGS LTD UNSPON (XYIGY)	6/28/12	46.000	10.600	487.62	576.38	88.76 ST		
	6/29/12	95.000	10 522	999.57	1,190 35	190 78 ST		
	7/3/12	111.000	10.805	1,199.33	1,390.83	191.50 ST		
	Total	252.000		2,686.52	**3,157.56**	471.04 ST	35.28	1.11
Share Price. $12.530								

Holdings

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	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
STOCKS	98.3%	$315,698.01	$373,995.50	$58,297.49 ST	$6,555.05 $0.00	1.75%

Holdings

Fiduciary Services Active Assets Account
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ABM FOUNDATION, INC.
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STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ADVENT SOFTWARE INC (ADVS)	5/29/12	133.000	$26.733	$3,555.49	$2,843.54	$(711 95) ST		
	6/27/12	9.000	26.851	241.66	192.42	(49.24) ST		
	Total	142.000		3,797.15	3,035.96	(761 19) ST	—	—
Share Price. $21.380								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ALBEMARLE CORPORATION (ALB)	5/29/12	129 000	62.980	8,124.42	8,013.48	(110.94) ST		
	6/27/12	1.000	57.920	57.92	62.12	4.20 ST		
	Total	130.000		8,182.34	**8,075.60**	(106.74) ST	104.00	1 28
Share Price. $62.120, Next Dividend Payable 01/01/13								
ALEXANDER & BALDWIN INC (ALEX)	5/29/12	146.000	26.631	3,888.10	4,288.02	399 92 ST		
	6/27/12	8.000	25.689	205.51	234.96	29.45 ST		
	Total	154.000		4,093.61	**4,522.98**	429.37 ST	—	—
Share Price. $29.370								
ALLEGHANY CP DELAWARE (Y)	5/29/12	8.000	329.950	2,639.60	**2,683.36**	43.76 ST	—	—
Share Price. $335.420								
AMERICAN EAGLE OUTFITTERS NEW (AEO)	5/29/12	170.000	19.916	3,385.67	3,486.70	101.03 ST		
	6/27/12	9.000	19.137	172.23	184.59	12.36 ST		
	Total	179.000		3,557.90	**3,671.29**	113.39 ST	78.76	2.14
Share Price. $20.510; Next Dividend Payable 03/2013								
ATWOOD OCEANICS INC (ATW)	5/29/12	164.000	40.828	6,695.79	7,509.56	813.77 ST		
	6/27/12	19.000	36.055	685.05	870.01	184.96 ST		
	Total	183 000		7,380.84	**8,379.57**	998.73 ST	—	—
Share Price: $45.790								
CABELA'S INC (CAB)	5/29/12	196.000	35.974	7,050.90	**8,183.00**	1,132.10 ST	—	—
Share Price. $41.750								
COLUMBIA SPORTSWEAR CO (COLM)	6/18/12	3.000	51.100	153.30	160.08	6.78 ST		
	6/19/12	6.000	53.420	320.52	320.16	(0.36) ST		
	6/20/12	6.000	53.040	318.24	320.16	1.92 ST		
	6/21/12	6.000	52.707	316.24	320.16	3.92 ST		
	6/22/12	7.000	52.687	368.81	373 52	4.71 ST		
	6/26/12	14.000	52.044	728.61	747.04	18.43 ST		
	6/27/12	19.000	52.290	993.51	1,013.84	20.33 ST		
	9/19/12	3.000	52.023	156.07	160.08	4.01 ST		
	9/20/12	3.000	51.967	155.90	160.08	4.18 ST		
	9/21/12	2.000	52.210	104.42	106.72	2.30 ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	69 000		3,615.62	**3,681.84**	66.22 ST	60 72	1 64
Share Price. $53 360, Next Dividend Payable 02/2013								
CORRECTIONS CORP OF AMER NEW (CXW)	5/29/12	205.000	26 276	5,386.53	**7,271.35**	1,884.82 ST	164.00	2.25
Share Price: $35 470, Next Dividend Payable 03/2013								
EATON VANCE CP (EV)	5/29/12	273.000	24.080	6,573.81	**8,695.05**	2,121.24 ST	218.40	2.51
Share Price. $31.850, Next Dividend Payable 03/2013								
ENERGIZER HLDGS INC (ENR)	5/29/12	44.000	73.732	3,244.21	**3,519.12**	274.91 ST	70 40	2.00
Share Price. $79.980, Next Dividend Payable 03/2013								
FIRST INDUST REALTY TR INC (FR)	5/29/12	261 000	11.768	3,071.45	**3,674.88**	603.43 ST	—	—
Share Price. $14.080								
HATTERAS FINL CORP COM (HTS)	5/29/12	129.000	28.728	3,705.91	3,200.49	(505 42) ST		
	6/27/12	6.000	28.508	171.05	148.86	(22 19) ST		
	Total	135.000		3,876.96	**3,349.35**	(527 61) ST	378.00	11.28
Share Price. $24.810, Next Dividend Payable 01/18/13								
KAMAN CORP CL A (KAMN)	5/29/12	133.000	30 110	4,004.63	**4,894.40**	889.77 ST	85.12	1.73
Share Price: $36.800; Next Dividend Payable 01/08/13								
KINDER MORGAN MGMT LLC (KMR)	5/29/12	29.000	72.900	2,114.10	**2,188.34**	74.24 ST	—	—
Share Price $75.460								
KRATON PERF POLYMERS INC (KRA)	6/18/12	12.000	18.912	226.94	288.36	61.42 ST		
	6/19/12	13.000	20.563	267 32	312.39	45.07 ST		
	6/20/12	10.000	20.820	208.20	240.30	32.10 ST		
	6/21/12	16.000	19.666	314.66	384.48	69.82 ST		
	6/22/12	10.000	19.710	197 10	240.30	43.20 ST		
	6/26/12	19.000	20.006	380.12	456.57	76.45 ST		
	6/27/12	80.000	20.175	1,614.00	1,922.40	308.40 ST		
	Total	160.000		3,208.34	**3,844.80**	636.46 ST	—	—
Share Price $24.030								
MARTIN MARIETTA MATERIALS (MLM)	5/29/12	30.000	69.226	2,076.78	**2,828.40**	751.62 ST	48.00	1.69
Share Price. $94 280, Next Dividend Payable 03/2013								
MATSON INC COM (MATX)	5/29/12	146.000	24.533	3,581 84	3,609.12	27.28 ST		
	6/27/12	8.000	23.666	189.33	197.76	8.43 ST		

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Holdings

Fiduciary Services Active Assets Account
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ABM FOUNDATION, INC.
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	154.000		3,771.17	**3,806.88**	35.71 ST	92.40	2.42
Share Price. $24.720; Next Dividend Payable 03/2013								
MBIA INC (MBI)	5/29/12	423.000	8.778	3,713.10	**3,320.55**	(392.55) ST	—	—
Share Price: $7.850								
MICREL INC (MCRL)	5/29/12	436.000	9.880	4,307.46	4,142.00	(165.46) ST		
	6/27/12	48.000	9.297	446.26	456.00	9.74 ST		
	Total	484.000		4,753.72	**4,598.00**	(155 72) ST	82.28	1.78
Share Price. $9.500; Next Dividend Payable 03/2013								
MONTPELIER RE HLDGS LTD (MRH)	5/29/12	221.000	20.520	4,534.90	5,052.06	517.16 ST		
	6/27/12	37 000	20.818	770.26	845.82	75.56 ST		
	Total	258.000		5,305.16	**5,897.88**	592.72 ST	118.68	2.01
Share Price: $22.860, Next Dividend Payable 01/15/13								
NEWMARKET CORP (HLDG CO) (NEU)	5/29/12	37.000	216.520	8,011.24	**9,701.40**	1,690.16 ST	111.00	1.14
Share Price: $262.200, Next Dividend Payable 03/2013								
NU SKIN ENTERPRISE INC A (NUS)	5/29/12	144.000	43.058	6,200.29	**5,335.20**	(865.09) ST	115.20	2.15
Share Price. $37.050, Next Dividend Payable 03/2013								
OLD DOMINION FREIGHT LINE (ODFL)	5/29/12	265.000	29.661	7,860.25	9,084.20	1,223.95 ST		
	6/27/12	6.000	27.978	167.87	205 68	37.81 ST		
	Total	271.000		8,028.12	**9,289.88**	1,261.76 ST	—	—
Share Price. $34.280								
PRICESMART INC (PSMT)	5/29/12	106 000	69.796	7,398.38	**8,160.94**	762.56 ST	63.60	0.77
Share Price: $76.990, Next Dividend Payable 06/2013								
RITCHIE BROTHERS AUCTIONEERS (RBA)	6/18/12	15.000	20.283	304.24	313.35	9.11 ST		
	6/19/12	8.000	20.734	165.87	167.12	1.25 ST		
	6/20/12	8.000	20.614	164.91	167.12	2.21 ST		
	6/21/12	16.000	19.839	317.42	334.24	16.82 ST		
	6/22/12	13.000	19.661	255.59	271.57	15.98 ST		
	6/26/12	19.000	20.159	383.02	396.91	13 89 ST		
	6/27/12	79 000	20.137	1,590.82	1,650.31	59 49 ST		

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COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	9/19/12	3.000	19.497	58.49	62.67	4.18 ST		
	9/20/12	15.000	19.205	288.07	313.35	25.28 ST		
	9/21/12	11.000	19 343	212 77	229 79	17.02 ST		
	Total	187.000		3,741.20	**3,906.43**	165.23 ST	91.63	2.34
Share Price. $20.890; Next Dividend Payable 03/2013								
SERVICE CORP INTL (SCI)	5/29/12	520.000	11.525	5,993.11	**7,181.20**	1,188 09 ST	124.80	1.73
Share Price $13 810, Next Dividend Payable 03/2013								
STURM RUGER & CO (RGR)	5/29/12	68 000	40 192	2,733.07	**3,087.20**	354 13 ST	103.90	3.36
Share Price $45.400, Next Dividend Payable 03/2013								
TEJON RANCH CO (TRC)	5/29/12	143.000	26.984	3,858.71	**4,015.44**	156.73 ST	—	—
Share Price: $28.080								
TENET HEALTHCARE CORP COM NEW (THC)	5/29/12	177.000	19.192	3,396.98	**5,747.19**	2,350.21 ST	—	—
Share Price. $32.470								
TREDEGAR CORPORATION (TG)	5/29/12	174.000	13.898	2,418 25	**3,553.08**	1,134.83 ST	41.76	1 17
Share Price. $20.420, Next Dividend Payable 03/2013								
VALUE CLICK INC (VCLK)	5/29/12	310.000	17.165	5,321.21	6,017.10	695 89 ST		
	6/27/12	85.000	14.337	1,218 65	1,649.85	431 20 ST		
	Total	395.000		6,539.86	**7,666.95**	1,127.09 ST	—	—
Share Price· $19.410								
WHITE MOUNTAIN GRP BERMUDA (WTM)	5/29/12	8.000	528.990	4,231.92	4,120.00	(111 92) ST		
	6/27/12	1.000	503.700	503.70	515.00	11.30 ST		
	Total	9.000		4,735.62	**4,635.00**	(100 62) ST	9.00	0.19
Share Price $515.000, Next Dividend Payable 04/2013								
WORLD FUEL SERVICES CORP (INT)	5/29/12	128.000	37.998	4,863 74	5,269.76	406 02 ST		
	6/27/12	3.000	36.217	108.65	123.51	14.86 ST		
	Total	131.000		4,972.39	**5,393.27**	420.88 ST	19.65	0.36
Share Price $41.170, Next Dividend Payable 01/04/13								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
STOCKS	97.0%	$159,445.14	$177,795.78	$18,350.64 ST	$2,181.30 $0.00	1.23%

Holdings

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COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ABBOTT LABORATORIES (ABT)	5/25/12	152.000	$62.250	$9,461.99	**$9,956.00**	$494.01 ST	$85.12	0.85
Share Price. $65.500; Next Dividend Payable 02/2013								
ALTRIA GROUP INC (MO)	5/25/12	450.000	32.075	14,433.84	**14,148.00**	(285.84) ST	792 00	5.59
Share Price: $31.440, Next Dividend Payable 01/10/13								
AMERICAN ELECTRIC POWER CO (AEP)	5/25/12	303.000	38.246	11,588 60	12,932.04	1,343.44 ST		
	10/22/12	29.000	44.778	1,298.55	1,237 72	(60 83) ST		

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COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	332.000		12,887.15	**14,169.76**	1,282.61 ST	624.16	4.40
Share Price: $42.680, Next Dividend Payable 03/2013								
ANNALY CAPITAL MNGMT INC (NLY)	5/25/12	417.000	16.708	6,967.32	**5,854.68**	(1,112.64) ST	750.60	12.82
Share Price. $14.040; Next Dividend Payable 01/29/13								
AT&T INC (T)	5/25/12	392.000	33.676	13,200.87	**13,214.32**	13.45 ST	705.60	5.33
Share Price: $33.710; Next Dividend Payable 02/2013								
BRISTOL MYERS SQUIBB CO (BMY)	5/25/12	392.000	33.098	12,974.22	**12,775.28**	(198.94) ST	548.80	4.29
Share Price: $32.590; Next Dividend Payable 02/2013								
CENTURYLINK INC (CTL)	5/25/12	244.000	38.935	9,500.19	9,545.28	45.09 ST		
	10/22/12	59.000	38.245	2,256 48	2,308.08	51.60 ST		
	Total	303.000		11,756.67	**11,853.36**	96.69 ST	878.70	7.41
Share Price: $39.120; Next Dividend Payable 03/2013								
CHEVRON CORP (CVX)	5/25/12	116.000	98.825	11,463.72	**12,544.24**	1,080.52 ST	417.60	3.32
Share Price. $108.140; Next Dividend Payable 03/2013								
CLOROX CO DE (CLX)	6/7/12	189.000	71.301	13,475.89	**13,838.58**	362.69 ST	483.84	3.49
Share Price: $73.220; Next Dividend Payable 02/2013								
CMS ENERGY CP (CMS)	5/25/12	567.000	23.146	13,124.01	**13,823.46**	699.45 ST	544.32	3.93
Share Price. $24.380; Next Dividend Payable 02/2013								
DU PONT EI DE NEMOURS & CO (DD)	5/25/12	213.000	48.386	10,306.26	9,580.41	(725.85) ST		
	10/22/12	22.000	49.227	1,082.99	989.52	(93.47) ST		
	Total	235.000		11,389.25	**10,569.94**	(819.32) ST	404.20	3.82
Share Price. $44.979, Next Dividend Payable 03/2013								
EL PASO PIPELINE PARTNERS LP (EPB)	5/25/12	322.000	33.240	10,703.28	**11,904.34**	1,201.06 ST	747.04	6.27
Share Price: $36.970, Next Dividend Payable 02/2013								
ENERGY TRANS EQTY LP (ETE)	5/25/12	155.000	37.645	5,834.91	**7,049.40**	1,214.49 ST	387.50	5.49
Share Price: $45.480; Next Dividend Payable 02/2013								
GENERAL ELECTRIC CO (GE)	5/25/12	585.000	19.186	11,223.93	12,279.15	1,055.22 ST		
	10/22/12	35.000	21.339	746.85	734.65	(12.20) ST		
	Total	620.000		11,970.78	**13,013.80**	1,043.02 ST	471.20	3.62
Share Price: $20.990; Next Dividend Payable 01/25/13								

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COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
GENERAL MILLS INC (GIS)	5/25/12	303.000	39.030	11,826.06	**12,247.26**	421.20 ST	399.96	3.26
Share Price. $40.420, Next Dividend Payable 02/2013								
INVESCO MORTGAGE CAPITAL INC (IVR)	10/22/12	238.000	20.867	4,966.32	**4,690.98**	(275.34) ST	618.80	13.19
Share Price $19.710, Next Dividend Payable 01/28/13								
ISHARES IBOXX INVEST GR COR FD (LQD)	5/25/12	97.000	115.890	11,241.32	**11,736.03**	494.71 ST	449.01	3 82
Share Price· $120.990, Next Dividend Payable 01/02/13								
KIMBERLY CLARK CORP (KMB)	5/25/12	154.000	79.379	12,224.37	**13,002.22**	777.85 ST	455.84	3.50
Share Price. $84.430, Next Dividend Payable 01/03/13								
MC DONALDS CORP (MCD)	5/25/12	144.000	90 916	13,091 93	12,702.24	(389 69) ST		
	10/22/12	6 000	88.018	528.11	529.26	1.15 ST		
	Total	150 000		13,620.04	**13,231.50**	(388.54) ST	462.00	3.49
Share Price. $88.210; Next Dividend Payable 03/2013								
METLIFE INCORPORATED (MET)	5/25/12	160.000	30.356	4,856.91	5,270 40	413 49 ST		
	10/22/12	24.000	35.870	860.88	790.56	(70.32) ST		
	Total	184.000		5,717.79	**6,060.96**	343.17 ST	136.16	2.24
Share Price: $32.940; Next Dividend Payable 12/2013								
PEOPLE'S UNITED FINANCIAL INC. (PBCT)	5/25/12	773.000	11.928	9,220.03	9,345.57	125.54 ST		
	10/22/12	226.000	12 410	2,804.66	2,732.34	(72.32) ST		
	Total	999.000		12,024.69	**12,077.91**	53.22 ST	639 36	5 29
Share Price. $12.090, Next Dividend Payable 02/2013								
PEPSICO INC NC (PEP)	5/25/12	166.000	68 667	11,398 72	**11,359.38**	(39.34) ST	356.90	3.14
Share Price. $68 430, Next Dividend Payable 01/02/13								
PROCTER & GAMBLE (PG)	5/25/12	83.000	62.540	5,190.82	5,634.87	444.05 ST		
	10/22/12	38.000	67.976	2,583.07	2,579.82	(3.25) ST		
	Total	121 000		7,773 89	**8,214.69**	440.80 ST	272.01	3.31
Share Price. $67.890, Next Dividend Payable 02/2013								
SEADRILL LTD (SDRL)	5/25/12	299.000	35.101	10,495.08	11,003 20	508.12 ST		
	10/22/12	26.000	40 776	1,060.18	956 80	(103 38) ST		
	Total	325 000		11,555.26	**11,960.00**	404.74 ST	1,105.00	9.23
Share Price. $36.800, Next Dividend Payable 03/2013								
VANGUARD HIGH DIV YIELD ETF (VYM)	5/25/12	253.000	46.416	11,743.25	**12,493.14**	749.89 ST	403.03	3.22
Share Price. $49.380; Next Dividend Payable 03/2013								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
VODAFONE GP PLC ADS NEW (VOD)	5/25/12	379.000	27.237	10,322.82	9,547.01	(775.81) ST		
	10/22/12	87.000	28.380	2,469.06	2,191.53	(277.53) ST		
	Total	466.000		12,791.88	**11,738.54**	(1,053.34) ST	699.00	5.95
Share Price. $25.190, Next Dividend Payable 02/06/13								
WILLIAMS CO INC (WMB)	5/25/12	429.000	30.776	13,202.78	**14,045.46**	842.68 ST	557.70	3.97
Share Price. $32.740; Next Dividend Payable 03/2013								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
STOCKS	**95.3%**	**$299,730.27**	**$307,573.23**	**$7,842.95 ST**	**$14,395.45** **$0.00**	**4.68%**

Holdings

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
3M COMPANY (MMM)	5/29/12	80.000	$85.610	$6,848.79	$7,428.00	$579.21 ST	$188.80	2.54
Share Price: $92.850; Next Dividend Payable 03/2013								
ADOBE SYSTEMS (ADBE)	5/29/12	115.000	31.953	3,674.62	4,333.20	658.58 ST	—	—
Share Price. $37.680								

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COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
APACHE CORP (APA)	5/29/12	72.000	83.630	6,021.36	**5,652.00**	(369.36) ST	48.96	0.86
Share Price: $78.500, Next Dividend Payable 02/2013								
APPLE INC (AAPL)	11/8/12	12.000	545.940	6,551.28	**6,386.07**	(165.21) ST	127.20	1.99
Share Price: $532.173, Next Dividend Payable 02/2013								
ARKEMA SPONS ADR (ARKAY)	5/29/12	28.000	69.970	1,959.16	**3,026.24**	1,067.08 ST	37.44	1.23
Share Price: $108.080								
BAKER HUGHES INC (BHI)	5/29/12	64.000	42.300	2,707.20	**2,614.25**	(92.95) ST	38.40	1.46
Share Price: $40.848; Next Dividend Payable 02/2013								
BANK OF AMERICA CORP (BAC)	5/29/12	216.000	7.267	1,569.65	**2,507.76**	938.11 ST	8.64	0.34
Share Price. $11.610, Next Dividend Payable 03/2013								
CBS CORP NEW CL B SHRS (CBS)	5/29/12	387.000	32.166	12,448 13	**14,725.35**	2,277.22 ST	185.76	1.26
Share Price: $38.050, Next Dividend Payable 01/01/13								
CELGENE CORP (CELG)	5/29/12	60.000	68.790	4,127.40	**4,708.20**	580.80 ST	—	—
Share Price. $78.470								
CHEVRON CORP (CVX)	5/29/12	79.000	99.930	7,894.47	**8,543.06**	648.59 ST	284.40	3.32
Share Price $108.140; Next Dividend Payable 03/2013								
CIGNA CORPORATION COM (CI)	5/29/12	178.000	44.655	7,948.55	9,515.88	1,567.33 ST		
	6/21/12	76.000	45.083	3,426.29	4,062.96	636.67 ST		
	Total	254.000		11,374.84	**13,578.84**	2,204.00 ST	10.16	0.07
Share Price: $53.460; Next Dividend Payable 04/2013								
COVIDIEN PLC NEW (COV)	5/29/12	101.000	53.452	5,398.63	**5,831.74**	433.11 ST	105.04	1.80
Share Price. $57.740, Next Dividend Payable 03/2013								
DANAHER CORPORATION (DHR)	5/29/12	183.000	53.342	9,761.66	**10,229.70**	468.04 ST	18 30	0.17
Share Price. $55.900, Next Dividend Payable 03/2013								
EDWARD LIFESCIENCES CORP (EW)	5/29/12	62.000	87.547	5,427.94	**5,590.54**	162.60 ST	—	—
Share Price $90.170								
EMC CORP MASS (EMC)	5/29/12	566.000	24.476	13,853.53	**14,319.80**	466.27 ST	—	—
Share Price. $25.300								
EMERSON ELECTRIC CO (EMR)	5/29/12	59.000	47.910	2,826.69	**3,124.64**	297.95 ST	96.76	3.09
Share Price: $52.960; Next Dividend Payable 03/2013								

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Holdings

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
FORD MOTOR CO NEW (F) *Share Price. $12.950, Next Dividend Payable 03/2013*	5/29/12	243 000	10.756	2,613.64	**3,146.85**	533.21 ST	48.60	1.54
GENERAL MTRS CO (GM) *Share Price. $28 830*	5/29/12	120.000	22.726	2,727.08	**3,459.60**	732.52 ST	—	—
GOLAR LNG PTNRS LP ULPI (GMLP) *Share Price. $29.850, Next Dividend Payable 02/2013*	5/29/12	189 000	31 850	6,019.65	**5,641.65**	(378.00) ST	359.10	6.36
GOLDMAN SACHS GRP INC (GS) *Share Price. $127.560, Next Dividend Payable 03/2013*	5/29/12	42.000	97.050	4,076.10	**5,357.52**	1,281.42 ST	84.00	1.56
GRACO INC (GGG) *Share Price. $51.490, Next Dividend Payable 02/2013*	5/29/12	161.000	51.802	8,340.15	**8,289.89**	(50.26) ST	161.00	1.94
HONEYWELL INTERNATIONAL INC (HON) *Share Price $63.470; Next Dividend Payable 03/2013*	5/29/12	64.000	57.210	3,661.44	**4,062.08**	400.64 ST	104.96	2.58
JPMORGAN CHASE & CO (JPM) *Share Price. $43.969, Next Dividend Payable 01/2013*	5/29/12	226.000	33.678	7,611.12	**9,937.01**	2,325.89 ST	271.20	2.72
LYONDELLBASELL NV CL-A (LYB) *Share Price. $57.090; Next Dividend Payable 03/2013*	5/29/12	90.000	39.970	3,597.30	**5,138.10**	1,540.80 ST	144.00	2.80
METLIFE INCORPORATED (MET) *Share Price. $32.940, Next Dividend Payable 12/2013*	5/29/12	200.000	30.786	6,157.14	**6,588.00**	430 86 ST	148 00	2.24
MICROSOFT CORP (MSFT) *Share Price. $26 710, Next Dividend Payable 03/2013*	5/29/12	436.000	29 356	12,799.09	**11,645.42**	(1,153 67) ST	401.12	3 44
MUENCHENER RUECK-UNSPONS ADR (MURGY) *Share Price· $18.030*	5/29/12	456.000	12.800	5,836.80	**8,221.68**	2,384.88 ST	249 89	3 03
MYLAN INC (MYL) *Share Price. $27.450*	5/29/12	312.000	22 018	6,869.46	**8,564.40**	1,694 94 ST	—	—
NOVARTIS AG ADR (NVS) *Share Price· $63.300, Next Dividend Payable 04/2013*	5/29/12	193 000	52.417	10,116 56	**12,216.90**	2,100.34 ST	406.46	3.32
ORACLE CORP (ORCL) *Share Price: $33.320, Next Dividend Payable 03/2013*	5/29/12	402 000	26.336	10,586.95	**13,394.64**	2,807.69 ST	96.48	0.72

CONTINUED

Holdings

Portfolio Management Active Assets Account
723-073749-194

ABM FOUNDATION, INC.
C/O PETER NIERENBERG

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
QUALCOMM INC (QCOM)	5/29/12	224.000	58.225	13,042.44	**13,856.55**	814.11 ST	224.00	1.61
Share Price: $61.860, Next Dividend Payable 03/2013								
ROLLS ROYCE HOLDINGS PLC (RYCEY)	5/29/12	61.000	65.530	3,997.33	**4,379.19**	381.86 ST	—	—
Share Price. $71.790, Next Dividend Payable 01/14/13								
SANOFI ADR (SNY)	5/29/12	110.000	34.607	3,806.81	**5,211.80**	1,404.99 ST	157.41	3.02
Share Price: $47.380								
SCHLUMBERGER LTD (SLB)	5/29/12	95.000	66.640	6,330.80	**6,583.36**	252.56 ST	104.50	1.58
Share Price. $69 299; Next Dividend Payable 01/11/13								
STEEL DYNAMICS INC (STLD)	5/29/12	446.000	10.877	4,851.10	**6,123.58**	1,272.48 ST	178 40	2.91
Share Price: $13.730, Next Dividend Payable 01/11/13								
TARGET CORPORATION (TGT)	6/6/12	77.000	57.519	4,428.96	4,556.09	127.13 ST		
	7/31/12	82.000	60.744	4,980.99	4,851.94	(129.05) ST		
	Total	159.000		9,409.95	**9,408.03**	(1.92) ST	228.96	2.43
Share Price: $59.170; Next Dividend Payable 03/2013								
TE CONNECTIVITY LTD NEW (TEL)	5/29/12	191.000	32.099	6,130.83	**7,089.92**	959.09 ST	160.44	2.26
Share Price: $37.120; Next Dividend Payable 03/2013								
TERADATA CORP (TDC)	5/29/12	125.000	71.417	8,927.15	**7,736.25**	(1,190.90) ST	—	—
Share Price· $61.890								
THERMO FISHER SCIENTIFIC INC (TMO)	5/29/12	153.000	52.280	7,998.84	**9,758.34**	1,759.50 ST	91.80	0.94
Share Price $63.780; Next Dividend Payable 01/15/13								
TUPPERWARE BRANDS CORP (TUP)	5/29/12	141.000	54.568	7,694.09	**9,038.10**	1,344.01 ST	203.04	2.24
Share Price. $64.100; Next Dividend Payable 03/2013								
TYCO INTERNATIONAL LTD NEW (TYC)	5/29/12	148.000	27.375	4,051.53	4,329.00	277.47 ST		
	10/3/12	53.000	28.908	1,532.13	1,550.25	18.12 ST		
	10/5/12	99.000	28.637	2,835.05	2,895.75	60.70 ST		
	Total	300.000		8,418.71	**8,775.00**	356.29 ST	180.00	2.05
Share Price: $29.250, Next Dividend Payable 02/2013								
UNITED TECHNOLOGIES CORP (UTX)	5/29/12	40.000	73.870	2,954.80	**3,280.40**	325.60 ST	85.60	2.60
Share Price. $82.010, Next Dividend Payable 03/2013								
VISA INC CL A (V)	5/29/12	40.000	119.380	4,775.20	**6,063.20**	1,288.00 ST	52.80	0.87
Share Price: $151.580; Next Dividend Payable 03/2013								

CONTINUED

Holdings

Portfolio Management Active Assets Account
723-073749-194

ABM FOUNDATION, INC.
C/O PETER NIERENBERG

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
VODAFONE GP PLC ADS NEW (VOD)	5/29/12	254.000	27.060	6,873.21	6,398.26	(474.95) ST	381 00	5.95
Share Price: $25.190, Next Dividend Payable 02/06/13								
WAL MART STORES INC (WMT)	5/29/12	65.000	65.296	4,244.22	4,434.95	190.73 ST	103.35	2.33
Share Price: $68.230, Next Dividend Payable 03/2013								
WALT DISNEY CO HLDG CO (DIS)	5/29/12	113.000	44.840	5,066.91	5,626.27	559.36 ST	84.75	1.50
Share Price. $49.790, Next Dividend Payable 12/2013								
WILLIAMS CO INC (WMB)	5/29/12	108.000	31.225	3,372.30	3,535.92	163.62 ST	140.40	3 97
Share Price. $32.740, Next Dividend Payable 03/2013								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
STOCKS	96.8%	$301,352.52	$335,562.25	$34,209.73 ST	$6,001.12 $0.00	1.79%

ABM FOUNDATION INC EIN 13-4135717
PART IV-CAPITAL GAINS/LOSS

Describe Property Sold	How Acquired	Date Acquired	Date Sold	Sales Price	Cost/basis	Gain or Loss
Acct #723-073753-194 ST-Covered Gain/Loss (See Attached)	Purchased	Various	Various	13,500.11	14,183.35	(683.24)
Acct #723-073753-194 LT-Noncovered Gain/Loss (See Attached)	Purchased	12/28/1995	6/5/2012	118,781.33	32,111.47	86,669.86
Acct #723-073752-194 ST-Covered Gain/Loss (See Attached)	Purchased	Various	Various	22,995.18	22,829.96	165.22
Acct #723-073752-194 LT-Noncovered Gain/Loss (See Attached)	Purchased	11/9/1995	6/5/2012	237,674.69	58,220.01	179,454.68
Acct #723-073751-194 ST-Covered Gain/Loss (See Attached)	Purchased	Various	Various	15,809.61	15,594.39	215.22
Acct #723-073751-194 ST-Noncovered Gain/Loss (See Attached)	Purchased	Various	Various	66.22	-	66.22
Acct #723-073751-194 LT-Noncovered Gain/Loss (See Attached)	Purchased	11/9/1995	5/29/2012	119,632.32	29,110.00	90,522.32
Acct #723-073750-194 ST-Covered Gain/Loss (See Attached)	Purchased	Various	Various	25,900.12	25,372.28	527.84
Acct #723-073750-194 LT-Noncovered Gain/Loss (See Attached)	Purchased	11/9/1995	5/25/2012	357,699.48	87,329.99	270,369.49

ABM FOUNDATION INC. EIN 13-4135717
PART IV-CAPITAL GAINS/LOSS

Describe Property Sold	How Acquired	Date Acquired	Date Sold	Sales Price	Cost/basis	Gain or Loss
Acct #723-073749-194 ST-Covered Gain/Loss (See Attached)	Purchased	Various	Various	15,302.53	14,773.28	529.25
Acct #723-073749-194 ST-Noncovered Gain/Loss (See Attached)	Purchased	Various	Various	4,432.47	4,098.83	333.64
Acct #723-073749-194 LT-Noncovered Gain/Loss (See Attached)	Purchased	11/9/1995	5/29/2012	359,789.44	87,330.00	272,459.44
Acct #723-063018-194 ST-Noncovered Gain/Loss (See Attached)	Purchased	Various	Various	1,207.63	1,246.36	(38.73)
Acct #723-063018-194 LT-Noncovered Gain/Loss (See Attached)	Purchased	11/9/1995	5/4/2012	187,753.56	96,503.97	91,249.59
Total Gain/Loss:				$ 1,480,544.69	$ 488,703.89	$ 991,840.80