Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation
THE KILTS FAMILY FOUNDATION

A Employer identification number
13-4147482

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O THE AYCO CO, LP - PO BOX 860

B Telephone number (see instructions)
(518) 886-4221

City or town, state, and ZIP code
SARATOGA SPRINGS, NY 12866-0860

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 11,096,803.

J Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) ____________________
(Part I, column (d) must be on cash basis.)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	49.	49.		ATCH 1
	4 Dividends and interest from securities	301,729.	301,729.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	916,835.			
	b Gross sales price for all assets on line 6a 7,292,107.				
	7 Capital gain net income (from Part IV, line 2)		916,835.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	26,549.	26,549.		
	12 **Total.** Add lines 1 through 11	1,245,162.	1,245,162.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 4	2,027.	2,027.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	116,532.	115,814.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	118,559.	117,841.		
	25 Contributions, gifts, grants paid	1,190,100.			1,190,100.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,308,659.	117,841.		1,190,100.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-63,497.			
	b **Net investment income** (if negative, enter -0-)		1,127,321.		
	c **Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2012)

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	889,185.	501,800.	501,800.
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 6	9,370,359.	9,233,098.	9,858,720.
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) ATCH 7	244,309.	654,305.	676,973.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 8)	8,157.	59,310.	59,310.
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,512,010.	10,448,513.	11,096,803.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	10,512,010.	10,448,513.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	10,512,010.	10,448,513.	
31	**Total liabilities and net assets/fund balances** (see instructions)	10,512,010.	10,448,513.	

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	10,512,010.
2	Enter amount from Part I, line 27a	2	-63,497.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,448,513.
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	10,448,513.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1a	SEE PART IV SCHEDULE			
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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F.M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				
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	916,835.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	857,741.	11,663,735.	0.073539
2010	813,663.	11,121,025.	0.073164
2009	1,450,380.	12,048,224.	0.120381
2008	569,000.	12,557,685.	0.045311
2007	514,000.	10,834,423.	0.047441

2	**Total** of line 1, column (d)	2	0.359836
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	0.071967
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,622,902.
5	Multiply line 4 by line 3	5	836,465.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,273.
7	Add lines 5 and 6	7	847,738.
8	Enter qualifying distributions from Part XII, line 4	8	1,190,100.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	11,273.
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	11,273.
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	11,273.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 29,318.		
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	29,318.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	18,045.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 18,045. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* ATCH 9	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DELAWARE			
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* ATCH 10	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ C/O JOHN JUSTICE, THE AYCO CO Telephone no. ▶ 518-886-4221

Located at ▶ 321 BROADWAY SARATOGA SPRINGS, NY ZIP+4 ▶ 12866-0860

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

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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**

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? . . . . . . ☐ Yes ☐ No

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

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

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

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

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

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

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
ATCH 11		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 . . . . . . ▶

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		0
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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER CHARITABLE ORGANIZATIONS EXEMPT	
2 UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).	
3	
4	

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

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

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	10,577,801.
b	Average of monthly cash balances	1b	545,127.
c	Fair market value of all other assets (see instructions)	1c	676,973.
d	**Total** (add lines 1a, b, and c)	1d	11,799,901.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	11,799,901.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	176,999.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,622,902.
6	**Minimum investment return.** Enter 5% of line 5	6	581,145.

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	581,145.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	11,273.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	11,273.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	569,872.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	569,872.
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	569,872.

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	1,190,100.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,190,100.
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	11,273.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,178,827.

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				569,872.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . 4,673.				
b From 2008 . . .				
c From 2009 . . . 853,209.				
d From 2010 . . . 271,386.				
e From 2011 . . . 296,072.				
f Total of lines 3a through e	1,425,340.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,190,100.				
a Applied to 2011, but not more than line 2a				
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				569,872.
e Remaining amount distributed out of corpus	620,228.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,045,568.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
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)	4,673.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	2,040,895.			
10 Analysis of line 9				
a Excess from 2008 . . .				
b Excess from 2009 . . . 853,209.				
c Excess from 2010 . . . 271,386.				
d Excess from 2011 . . . 296,072.				
e Excess from 2012 . . . 620,228.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 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
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 foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 **Information Regarding Foundation Managers:**

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

JAMES M. KILTS

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.

N/A

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

Check here ▶ [X] 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*				
ATCH 12				
Total ▶ **3a**				1,190,100.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	49.	
4 Dividends and interest from securities			14	301,729.	
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			01	26,549.	
8 Gain or (loss) from sales of assets other than inventory			18	916,835.	
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)				1,245,162.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,245,162.

(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.)

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/7/13 Title:

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
DANIEL PIAZZA	[signature]	10/31/13		P00037900
Firm's name ▶ THE AYCO COMPANY, LP			Firm's EIN ▶ 33-1187432	
Firm's address ▶ PO BOX 860 SARATOGA SPRINGS, NY 12866-0860			Phone no 518-886-4000	

Proceeds From Broker Transactions

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital However, we have not made adjustments to the cost basis of all partnerships.

If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
ARTISAN EMERGING MKTS FUND	ARTZ X	04314H832	6101 28	04/28/11	01/09/12	$71,201.95	$100,000 00	$-28,798.05
ARTISAN EMERGING MKTS FUND	ARTZ X	04314H832	6427.82	07/01/11	01/09/12	$75,012 60	$100,016 80	$-25,004.20
TEMPLETON INCOME TR GLOBAL BD	TGBA X	880208400	10791.37	04/25/11	01/09/12	$134,136 69	$150,000 00	$-15,863 31
TEMPLETON INCOME TR GLOBAL BD	TGBA X	880208400	17341.04	06/29/11	01/09/12	$215,549.13	$240,000 00	$-24,450 87
TEMPLETON INCOME TR GLOBAL BD	TGBA X	880208400	4047 8	06/24/11	01/09/12	$50,314 18	$55,576 32	$-5,262 14
PERMANENT PORT FD INC PERMANE!	PRPF X	714199106	4296.46	06/22/11	05/21/12	$200,000.00	$207,776.56	$-7,776.56
VANGUARD INTL EQUITY INDEX FD	VWO	922042858	2060	07/01/11	05/24/12	$77,814.75	$100,773.55	$-22,958.80
VANGUARD INTL EQUITY INDEX FD	VWO	922042858	590	01/31/12	05/24/12	$22,286 75	$24,871 16	$-2,584.41
TEMPLETON INCOME TR GLOBAL BD	TGBA X	880208400	14160 5	06/24/11	06/14/12	$177,572.69	$194,423 68	$-16,850.99
TEMPLETON INCOME TR GLOBAL BD	TGBA X	880208400	6573.15	08/08/11	06/14/12	$82,427 31	$89,723 51	$-7,296.20
PERMANENT PORT FD INC PERMANE!	PRPF X	714199106	2116.4	06/22/11	06/19/12	$100,000.00	$102,349 20	$-2,349.20
JPMORGAN ALERIAN MLP INDEX ETN	AMJ	46625H365	5255	06/24/11	06/19/12	$191,395.42	$190,722.35	$673.07
PIMCO GLOBAL MULTI-ASSET FUND	PGAI X	72201P100	15820 84	06/23/11	06/19/12	$174,503.89	$188,426.23	$-13,922.34
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	09/19/12	09/28/12	$79 15	$78 54	$0 61
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	09/19/12	10/31/12	$83.83	$86.48	$-2.65
PIMCO TOTAL RETURN FUND	PTTR X	693390700	704 99	01/10/12	11/26/12	$8,163.73	$7,698 44	$465 29
SECTOR SPDR TR SHS BEN	XLK	81369Y803	3350	04/30/12	11/26/12	$96,427 58	$99,979.75	$-3,552 17
MAINSTAY EPOCH GLOBAL EQUITY	EPSY X	56063J864	6226.65	01/10/12	11/26/12	$100,000 00	$94,831.88	$5,168 12
FPA CRESCENT FUND	FPAC X	30254T759	3500 18	02/22/12	11/26/12	$100,000 00	$98,459.92	$1,540 08

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
SECTOR SPDR TR SHS BEN	XLK	81369Y803	125	03/13/12	11/26/12	$3,598 04	$3,700.91	$-102.87
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	09/19/12	11/30/12	$79.65	$81.88	$-2.23
ISHARES COMEX GOLD TR ISHARES	IAU	464285105	1	09/19/12	12/31/12	$81 42	$85 23	$-3 81
Total short term gain/loss from sales:						$1,880,728 76	$2,049,662.39	$-168,933 63

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
CREDIT SUISSE COMMODITY-RETURN	CRSO X	22544R305	18028 85	09/10/10	01/09/12	$150,000 00	$151,262.02	$-1,262.02
NUVEEN TRADEWINDS GLOBAL ALL-	NWGR X	67065W761	13010.93	09/10/10	01/09/12	$321,500 00	$337,503.44	$-16,003.44
PIMCO TOTAL RETURN FUND	PTTR X	693390700	4484.31	09/02/10	03/02/12	$50,000.00	$51,524.66	$-1,524 66
NUVEEN TRADEWINDS GLOBAL ALL-	NWGR X	67065W761	56.16	09/10/10	03/21/12	$1,440.04	$1,456 89	$-16 85
PIMCO GLOBAL MULTI-ASSET FUND	PGAI X	72201P100	9157.51	04/28/11	05/21/12	$100,000.00	$113,827.83	$-13,827 83
CREDIT SUISSE COMMODITY-RETURN	CRSO X	22544R305	4693.61	09/10/10	05/24/12	$36,000.00	$39,379.40	$-3,379.40
PIMCO GLOBAL MULTI-ASSET FUND	PGAI X	72201P100	4621.07	04/28/11	05/24/12	$50,000.00	$57,439.93	$-7,439.93
PIMCO GLOBAL MULTI-ASSET FUND	PGAI X	72201P100	2311 52	04/28/11	06/19/12	$25,496.11	$28,732 24	$-3,236.13
JPMORGAN ALERIAN MLP INDEX ETN	AMJ	46625H365	2575	04/27/11	06/19/12	$93,785.58	$100,154.63	$-6,369 05
CREDIT SUISSE COMMODITY-RETURN	CRSO X	22544R305	13034.4	09/10/10	07/12/12	$104,275.17	$109,358.58	$-5,083.41
PIMCO TOTAL RETURN FUND	PTTR X	693390700	43290 04	09/02/10	09/19/12	$500,000.00	$497,402.60	$2,597 40
PERMANENT PORT FD INC PERMANEI	PRPF X	714199106	2892.35	06/22/11	09/19/12	$144,502.01	$139,874.24	$4,627 77
PERMANENT PORT FD INC PERMANEI	PRPF X	714199106	5233.41	08/08/11	09/19/12	$261,461.16	$250,000.00	$11,461.16
PIMCO TOTAL RETURN FUND	PTTR X	693390700	2954.56	09/02/10	11/26/12	$34,213.77	$33,947.86	$265.91
PIMCO TOTAL RETURN FUND	PTTR X	693390700	13611.62	08/08/11	11/26/12	$157,622 50	$150,000.00	$7,622 50
PIMCO GLOBAL MULTI-ASSET FUND	PGAI X	72201P100	8710.8	06/23/11	11/26/12	$100,000.00	$103,745.64	$-3,745.64
Total long term gain/loss from sales:						$2,130,296 34	$2,165,609 96	$-35,313.62

Cost not available

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
PROCTER & GAMBLE CO	PG	742718109	10000	LT	01/17/12	$662,987.26	Unknown	
PROCTER & GAMBLE CO	PG	742718109	8640	LT	02/17/12	$561,025.70	Unknown	
PROCTER & GAMBLE CO	PG	742718109	4430	LT	03/13/12	$299,646.89	Unknown	
PROCTER & GAMBLE CO	PG	742718109	1575	LT	04/30/12	$99,955.13	Unknown	
PROCTER & GAMBLE CO	PG	742718109	2632	LT	09/19/12	$182,863 05	Unknown	
Total proceeds from transactions with missing cost basis:						$1,806,478.03		

U.S. TRUST
Bank of America Private Wealth Management

IM KILTS FAMILY FDN - MON-LCG

Proceeds From Broker Transactions

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
MCDONALDS CORP	MCD	580135101	15	02/11/11	01/03/12	$1,501 30	$1,140.01	$361 29
CHURCH & DWIGHT INC	CHD	171340102	70	08/08/11	01/10/12	$3,179.60	$2,648.80	$530.80
CHURCH & DWIGHT INC	CHD	171340102	74	04/18/11	01/10/12	$3,361.30	$2,945.57	$415 73
STRYKER CORP	SYK	863667101	49	01/10/12	01/12/12	$2,536.21	$2,544.32	$-8 11
NIKE INC CLASS B	NKE	654106103	42	01/10/12	01/25/12	$4,334.27	$4,116.00	$218.27
GOOGLE INC CL A	GOOG	38259P508	1	03/22/11	01/26/12	$572.28	$578.09	$-5.81
GOOGLE INC CL A	GOOG	38259P508	5	03/25/11	01/26/12	$2,861.40	$2,916.10	$-54.70
GOOGLE INC CL A	GOOG	38259P508	18	01/10/12	01/26/12	$10,301.05	$11,160.18	$-859.13
GOOGLE INC CL A	GOOG	38259P508	4	10/27/11	01/26/12	$2,289.12	$2,394 34	$-105.22
MCDONALDS CORP	MCD	580135101	46	01/10/12	02/01/12	$4,539.26	$4,609.93	$-70.67
STRYKER CORP	SYK	863667101	55	01/10/12	02/03/12	$3,034.52	$2,855.88	$178.64
EMERSON ELECTRIC CO	EMR	291011104	34	04/13/11	02/09/12	$1,769.42	$2,061.25	$-291 83
APPLE COMPUTER INC	AAPL	037833100	6	01/25/12	02/14/12	$3,014.13	$2,691.20	$322.93
NIKE INC CLASS B	NKE	654106103	24	01/10/12	02/14/12	$2,515.14	$2,352.00	$163.14
FLUOR CORP (NEW)-WI	FLR	343412102	57	01/10/12	02/24/12	$3,615 92	$3,026.13	$589.79
EMERSON ELECTRIC CO	EMR	291011104	49	08/11/11	03/05/12	$2,425 04	$2,209.64	$215.40
TJX COS INC NEW	TJX	872540109	108	01/10/12	03/13/12	$4,093 91	$3,535.11	$558.80
PEPSICO INC	PEP	713448108	1	04/28/11	03/14/12	$64.38	$69.44	$-5 06
PEPSICO INC	PEP	713448108	37	04/18/11	03/14/12	$2,382.04	$2,479.98	$-97 94

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
APPLE COMPUTER INC	AAPL	037833100	5	01/25/12	03/20/12	$2,983.46	$2,242 67	$740 79
APPLE COMPUTER INC	AAPL	037833100	3	01/10/12	03/20/12	$1,790.08	$1,273 29	$516.79
MEDCO HEALTH SOLUTIONS INC		58405U102	104	01/10/12	04/02/12	$7,753.92	$6,457 36	$1,296.56
MEDCO HEALTH SOLUTIONS INC		58405U102	98	06/07/11	04/02/12	$7,306 57	$5,605 05	$1,701.52
MEDCO HEALTH SOLUTIONS INC		58405U102	53	06/16/11	04/02/12	$3,951.52	$2,947.44	$1,004.08
MEDCO HEALTH SOLUTIONS INC		58405U102	50	10/28/11	04/02/12	$3,727.84	$2,724.95	$1,002.89
MEDCO HEALTH SOLUTIONS INC		58405U102	49	08/24/11	04/02/12	$3,653.29	$2,631.69	$1,021.60
APPLE COMPUTER INC	AAPL	037833100	7	01/10/12	04/09/12	$4,468 56	$2,971 01	$1,497.55
HALLIBURTON CO	HAL	406216101	20	05/24/11	04/25/12	$669 06	$949 05	$-279.99
HALLIBURTON CO	HAL	406216101	9	04/05/12	04/25/12	$301.08	$293 11	$7.97
HALLIBURTON CO	HAL	406216101	7	02/10/12	04/25/12	$234.17	$251.23	$-17.06
HALLIBURTON CO	HAL	406216101	93	01/10/12	04/25/12	$3,111.13	$3,371.25	$-260.12
AMERISOURCEBERGEN CORP	ABC	03073E105	8	06/08/11	05/07/12	$288 57	$326.74	$-38.17
AMERISOURCEBERGEN CORP	ABC	03073E105	47	06/29/11	05/07/12	$1,695 33	$1,936.77	$-241.44
TJX COS INC NEW	TJX	872540109	96	01/10/12	05/08/12	$3,930.81	$3,142.31	$788 50
ACCENTURE PLC	ACN	G1151C101	66	01/10/12	05/08/12	$3,887 73	$3,502.03	$385 70
ACCENTURE PLC	ACN	G1151C101	7	02/10/12	05/08/12	$412.34	$398.02	$14 32
CISCO SYSTEM INC	CSCO	17275R102	13	04/05/12	05/10/12	$221.36	$262.68	$-41.32
CISCO SYSTEM INC	CSCO	17275R102	77	11/10/11	05/10/12	$1,311.15	$1,441.43	$-130.28
CISCO SYSTEM INC	CSCO	17275R102	239	01/10/12	05/10/12	$4,069.68	$4,551 09	$-481 41
CISCO SYSTEM INC	CSCO	17275R102	139	12/27/11	05/11/12	$2,336.52	$2,586.72	$-250 20
CISCO SYSTEM INC	CSCO	17275R102	62	11/10/11	05/11/12	$1,042 19	$1,160.64	$-118.45
CISCO SYSTEM INC	CSCO	17275R102	310	10/27/11	05/11/12	$5,210.96	$5,722.85	$-511.89
TJX COS INC NEW	TJX	872540109	40	01/10/12	05/18/12	$1,602 40	$1,309 30	$293.10
BED BATH & BEYOND INC	BBBY	075896100	60	05/23/12	06/08/12	$4,245 27	$4,233 66	$11 61
ALLERGAN INC	AGN	018490102	54	01/10/12	06/15/12	$5,003.77	$4,814 76	$189 01
TJX COS INC NEW	TJX	872540109	117	06/21/12	06/25/12	$4,972.36	$5,054 87	$-82 51
TJX COS INC NEW	TJX	872540109	63	05/23/12	06/25/12	$2,677.43	$2,550.56	$126.87

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
ACCENTURE PLC	ACN	G1151C101	3	04/20/12	06/27/12	$168.57	$193.62	$-25.05
ACCENTURE PLC	ACN	G1151C101	68	06/21/12	06/27/12	$3,820.94	$3,984.80	$-163.86
ACCENTURE PLC	ACN	G1151C101	53	05/23/12	06/27/12	$2,978.09	$3,099.43	$-121.34
ALLERGAN INC	AGN	018490102	57	06/21/12	06/28/12	$5,103.57	$5,289.13	$-185.56
SCHLUMBERGER LTD	SLB	806857108	32	02/07/12	07/06/12	$2,086.95	$2,543.40	$-456.45
ABBOTT LABS	ABT	002824100	84	06/21/12	07/13/12	$5,489.24	$5,281.90	$207.34
VISA INC CL A	V	92826C839	39	06/13/12	07/19/12	$4,952.86	$4,861.76	$91.10
VISA INC CL A	V	92826C839	1	03/28/12	07/19/12	$127.00	$123.63	$3.37
MCDONALDS CORP	MCD	580135101	56	12/22/11	07/23/12	$4,971.36	$5,836.34	$-864.98
MCDONALDS CORP	MCD	580135101	2	03/17/12	07/23/12	$177.55	$204.59	$-27.04
MCDONALDS CORP	MCD	580135101	2	06/02/12	07/23/12	$177.55	$185.91	$-8.36
MCDONALDS CORP	MCD	580135101	6	05/23/12	07/23/12	$532.64	$546.93	$-14.29
MCDONALDS CORP	MCD	580135101	7	06/21/12	07/23/12	$621.42	$622.65	$-1.23
COLGATE PALMOLIVE	CL	194162103	66	06/21/12	07/24/12	$6,751.25	$6,638.51	$112.74
UNITED PARCEL SVC INC CL B	UPS	911312106	5	04/05/12	07/25/12	$370.41	$400.24	$-29.83
UNITED PARCEL SVC INC CL B	UPS	911312106	81	06/21/12	07/25/12	$6,000.63	$6,306.66	$-306.03
UNITED PARCEL SVC INC CL B	UPS	911312106	34	02/07/12	07/25/12	$2,518.79	$2,603.54	$-84.75
AMAZON COM INC	AMZN	023135106	16	06/21/12	07/27/12	$3,779.62	$3,587.36	$192.26
AMAZON COM INC	AMZN	023135106	5	05/23/12	07/27/12	$1,181.13	$1,078.75	$102.38
COSTCO WHSL CORP NEW	COST	22160K105	46	06/21/12	08/01/12	$4,416.84	$4,235.22	$181.62
MCDONALDS CORP	MCD	580135101	45	06/21/12	08/08/12	$3,915.65	$4,002.76	$-87.11
LAS VEGAS SANDS CORP	LVS	517834107	70	04/26/12	08/14/12	$2,738.65	$3,969.30	$-1,230.65
LAS VEGAS SANDS CORP	LVS	517834107	64	03/01/12	08/14/12	$2,503.92	$3,609.09	$-1,105.17
LAS VEGAS SANDS CORP	LVS	517834107	53	02/03/12	08/14/12	$2,073.55	$2,737.09	$-663.54
AMAZON COM INC	AMZN	023135106	11	05/23/12	08/16/12	$2,652.37	$2,373.25	$279.12
AMAZON COM INC	AMZN	023135106	1	04/05/12	08/16/12	$241.13	$194.75	$46.38
AMAZON COM INC	AMZN	023135106	11	01/26/12	08/16/12	$2,652.37	$2,136.26	$516.11
COSTCO WHSL CORP NEW	COST	22160K105	30	06/21/12	09/14/12	$3,062.05	$2,762.10	$299.95

Short term transactions

This category includes sales of assets held 12 months or less

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
COSTCO WHSL CORP NEW	COST	22160K105	7	04/05/12	09/14/12	$714.48	$618.93	$95.55
COSTCO WHSL CORP NEW	COST	22160K105	29	03/06/12	09/14/12	$2,959.97	$2,543 17	$416 80
APPLE COMPUTER INC	AAPL	037833100	6	06/21/12	09/19/12	$4,211 17	$3,515.88	$695.29
AMAZON COM INC	AMZN	023135106	32	01/26/12	10/01/12	$8,084.53	$6,214.58	$1,869.95
AMAZON COM INC	AMZN	023135106	28	02/01/12	10/01/12	$7,073.97	$4,941.92	$2,132.05
EBAY INC	EBAY	278642103	97	06/21/12	10/08/12	$4,619.27	$4,123.47	$495 80
STRYKER CORP	SYK	863667101	8	04/05/12	10/10/12	$417.74	$437.58	$-19 84
STRYKER CORP	SYK	863667101	69	06/21/12	10/10/12	$3,602.96	$3,757.04	$-154 08
STRYKER CORP	SYK	863667101	30	06/21/12	10/11/12	$1,576.90	$1,633.50	$-56 60
STRYKER CORP	SYK	863667101	1	02/08/12	10/11/12	$52.56	$53.57	$-1.01
STRYKER CORP	SYK	863667101	15	01/10/12	10/11/12	$788.46	$778 88	$9.58
GOOGLE INC CL A	GOOG	38259P508	6	05/23/12	10/19/12	$4,175 69	$3,641 22	$534 47
GOOGLE INC CL A	GOOG	38259P508	1	04/05/12	10/19/12	$695 95	$632 37	$63 58
GOOGLE INC CL A	GOOG	38259P508	5	07/23/12	10/19/12	$3,479 74	$3,027.72	$452.02
OMNICOM GROUP INC	OMC	681919106	32	06/21/12	10/19/12	$1,567.16	$1,544.32	$22.84
OMNICOM GROUP INC	OMC	681919106	2	04/05/12	10/19/12	$97.95	$98.78	$-0.83
OMNICOM GROUP INC	OMC	681919106	87	05/23/12	10/19/12	$4,260 72	$4,310 46	$-49.74
TJX COS INC NEW	TJX	872540109	58	05/23/12	10/25/12	$2,398 53	$2,348 13	$50.40
KRAFT FOODS GROUP INC	KRFT	50076Q106	0.33	09/14/12	10/30/12	$15 30	$13 99	$1.31
APPLE COMPUTER INC	AAPL	037833100	10	06/21/12	10/31/12	$5,963.59	$5,859.80	$103.79
APPLE COMPUTER INC	AAPL	037833100	4	05/23/12	10/31/12	$2,385.43	$2,259.48	$125 95
OCCIDENTAL PETROLEUM CORP	OXY	674599105	3	02/10/12	11/06/12	$233.91	$306.75	$-72.84
OCCIDENTAL PETROLEUM CORP	OXY	674599105	70	01/10/12	11/06/12	$5,457.79	$6,952.29	$-1,494.50
OCCIDENTAL PETROLEUM CORP	OXY	674599105	56	06/21/12	11/06/12	$4,366.23	$4,682.67	$-316 44
OCCIDENTAL PETROLEUM CORP	OXY	674599105	5	04/05/12	11/06/12	$389.84	$469.00	$-79 16
OMNICOM GROUP INC	OMC	681919106	3	02/10/12	11/13/12	$140.68	$142.11	$-1 43
OMNICOM GROUP INC	OMC	681919106	51	06/21/12	11/13/12	$2,391.62	$2,461.26	$-69.64
OMNICOM GROUP INC	OMC	681919106	32	01/10/12	11/13/12	$1,500.62	$1,439.82	$60.80

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
VISA INC CL A	V	92826C839	11	06/21/12	11/15/12	$1,536.51	$1,339.47	$197.04
VISA INC CL A	V	92826C839	19	05/23/12	11/15/12	$2,653.98	$2,251.23	$402.75
VISA INC CL A	V	92826C839	11	02/14/12	11/15/12	$1,536.52	$1,249.83	$286.69
BED BATH & BEYOND INC	BBBY	075896100	134	06/21/12	11/16/12	$7,489.06	$8,433.96	$-944.90
BED BATH & BEYOND INC	BBBY	075896100	21	05/23/12	11/16/12	$1,173.66	$1,481.78	$-308.12
BED BATH & BEYOND INC	BBBY	075896100	9	01/10/12	11/16/12	$503.00	$542.16	$-39.16
KRAFT FOODS GROUP INC	KRFT	50076Q106	67.67	06/21/12	11/26/12	$2,997.73	$2,793.56	$204.17
KRAFT FOODS GROUP INC	KRFT	50076Q106	66	09/14/12	11/26/12	$2,923.87	$2,771.91	$151.96
KRAFT FOODS GROUP INC	KRFT	50076Q106	17.33	02/10/12	11/26/12	$767.87	$702.55	$65.32
KRAFT FOODS GROUP INC	KRFT	50076Q106	67.33	02/10/12	12/03/12	$3,075.74	$2,729.21	$346.53
KRAFT FOODS GROUP INC	KRFT	50076Q106	20.67	05/23/12	12/03/12	$944.00	$835.29	$108.71
KRAFT FOODS GROUP INC	KRFT	50076Q106	7	04/05/12	12/06/12	$319.44	$279.57	$39.87
KRAFT FOODS GROUP INC	KRFT	50076Q106	47.33	05/23/12	12/06/12	$2,160.08	$1,913.18	$246.90
GENERAL ELECTRIC CO	GE	369604103	314	11/09/12	12/19/12	$6,629.61	$6,668.32	$-38.71
GENERAL ELECTRIC CO	GE	369604103	128	07/23/12	12/19/12	$2,702.52	$2,555.78	$146.74
Total short term gain/loss from sales:						$328,351.29	$315,811.96	$12,539.33

Short term transactions with loss disallowed due to wash sale

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Portion subject to 988	Net gain or loss / Wash sale loss disallowed
STRYKER CORP	SYK	863667101	24	03/25/11	01/12/12	$1,242.22	$1,468.56		$-226.34
								$0.00	$226.34
STRYKER CORP	SYK	863667101	1	01/10/12	01/12/12	$51.76	$51.93		$-0.17
								$0.00	$0.17

Short term transactions with loss disallowed due to wash sale

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Portion subject to 988	Net gain or loss / Wash sale loss disallowed
STRYKER CORP	SYK	863667101	24	03/23/11	02/03/12	$1,324.15	$1,472.54		$-148.39
								$0.00	$148.39
AMERISOURCEBERGEN CORP	ABC	03073E105	70	06/08/11	05/07/12	$2,524.96	$2,858.96		$-334.00
								$0.00	$334.00
ACCENTURE PLC	ACN	G1151C101	3	04/05/12	05/08/12	$176.72	$194.90		$-18.18
								$0.00	$18.18
EXPRESS SCRIPTS HLDG CO	ESRX	30219G108	0.74	04/05/12	05/11/12	$40.16	$42.15		$-1.99
								$0.00	$1.99
VISA INC CL A	V	92826C839	1	04/05/12	05/31/12	$115.60	$120.74		$-5.14
								$0.00	$5.14
VISA INC CL A	V	92826C839	39	05/23/12	05/31/12	$4,508.21	$4,620.94		$-112.73
								$0.00	$112.73
MCDONALDS CORP	MCD	580135101	2	04/05/12	06/11/12	$174.30	$196.57		$-22.27
								$0.00	$22.27
MCDONALDS CORP	MCD	580135101	2	05/23/12	06/11/12	$174.30	$182.31		$-8.01
								$0.00	$8.01
MCDONALDS CORP	MCD	580135101	56	01/10/12	06/11/12	$4,880.47	$5,612.09		$-731.62
								$0.00	$731.62
ALLERGAN INC	AGN	018490102	5	04/05/12	06/15/12	$463.31	$474.46		$-11.15
								$0.00	$11.15
SCHLUMBERGER LTD	SLB	806857108	45	01/10/12	07/06/12	$2,934.77	$3,192.43		$-257.66
								$0.00	$257.66

Short term transactions with loss disallowed due to wash sale

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Portion subject to 988	Net gain or loss / Wash sale loss disallowed
SCHLUMBERGER LTD	SLB	806857108	20	02/07/12	07/06/12	$1,304.34	$1,589.62		$-285.28
								$0.00	$285.28
Total short term gain/loss from sales:						$19,915.27	$22,078.20		$-2,162.93
Total short term loss disallowed from wash sales:									$2,162.93
Total short term Section 988 translation gain/loss from securities subject to wash sale:								$0.00	
						348,266.56	337,890.16		2,162.93

12,539.33

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
MCDONALDS CORP	MCD	580135101	13	09/07/10	01/03/12	$1,301.13	$983.45	$317.68
CHURCH & DWIGHT INC	CHD	171340102	260	11/05/10	01/10/12	$11,809.96	$8,602.10	$3,207.86
ORACLE CORPORATION	ORCL	68389X105	14	12/10/10	01/10/12	$383.52	$417.48	$-33.96
CHURCH & DWIGHT INC	CHD	171340102	202	12/17/10	01/10/12	$9,175.43	$6,938.72	$2,236.71
ORACLE CORPORATION	ORCL	68389X105	19	12/07/10	01/10/12	$520.50	$553.20	$-32.70
FLUOR CORP (NEW)-WI	FLR	343412102	67	01/12/51	01/25/12	$3,783.77	$3,617.36	$166.41
GOOGLE INC CL A	GOOG	38259P508	2	09/07/10	01/26/12	$1,144.56	$932.42	$212.14
EMERSON ELECTRIC CO	EMR	291011104	34	09/26/10	02/09/12	$1,769.41	$1,783.15	$-13.74
EMERSON ELECTRIC CO	EMR	291011104	11	09/07/10	02/09/12	$572.46	$546.81	$25.65
NIKE INC CLASS B	NKE	654106103	1	09/07/10	02/14/12	$104.80	$74.20	$30.60
FLUOR CORP (NEW)-WI	FLR	343412102	19	01/12/51	02/24/12	$1,205.31	$1,025.82	$179.49
FLUOR CORP (NEW)-WI	FLR	343412102	71	09/07/10	02/24/12	$4,504.05	$3,403.22	$1,100.83
EMERSON ELECTRIC CO	EMR	291011104	113	09/07/10	03/05/12	$5,592.44	$5,617.23	$-24.79
PEPSICO INC	PEP	713448108	29	09/07/10	03/14/12	$1,867.00	$1,907.87	$-40.87
NIKE INC CLASS B	NKE	654106103	42	09/07/10	03/21/12	$4,653.81	$3,116.48	$1,537.33

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
HALLIBURTON CO	HAL	406216101	75	01/05/11	04/25/12	$2,508 98	$2,943 60	$-434 62
HALLIBURTON CO	HAL	406216101	1	03/25/11	04/25/12	$33.45	$46.26	$-12.81
HALLIBURTON CO	HAL	406216101	72	12/07/10	04/25/12	$2,408.62	$2,952.68	$-544.06
HALLIBURTON CO	HAL	406216101	88	12/02/10	04/25/12	$2,943.87	$3,560.37	$-616.50
PEPSICO INC	PEP	713448108	81	09/07/10	05/04/12	$5,348.56	$5,328.88	$19.68
TJX COS INC NEW	TJX	872540109	8	03/25/11	05/18/12	$320.48	$201.88	$118 60
TJX COS INC NEW	TJX	872540109	21	02/24/11	05/18/12	$841 26	$522.96	$318.30
MCDONALDS CORP	MCD	580135101	13	09/07/10	08/08/12	$1,131 19	$983.45	$147.74
STRYKER CORP	SYK	863667101	24	02/27/11	10/10/12	$1,253.21	$1,394.59	$-141.38
OMNICOM GROUP INC	OMC	681919106	60	05/04/11	10/19/12	$2,938.42	$3,082.22	$-143.80
OMNICOM GROUP INC	OMC	681919106	77	03/30/11	10/19/12	$3,770.97	$3,750.13	$20.84
OMNICOM GROUP INC	OMC	681919106	12	04/26/11	10/19/12	$587.68	$615.71	$-28.03
TJX COS INC NEW	TJX	872540109	85	02/24/11	10/25/12	$3,515.10	$2,116.73	$1,398.37
TJX COS INC NEW	TJX	872540109	25	09/07/10	10/25/12	$1,033.85	$515.38	$518 47
MCDONALDS CORP	MCD	580135101	73	09/07/10	11/09/12	$6,174.04	$5,522.45	$651.59
OMNICOM GROUP INC	OMC	681919106	65	04/20/11	11/13/12	$3,048.14	$3,126 92	$-78.78
OMNICOM GROUP INC	OMC	681919106	58	07/28/11	11/13/12	$2,719.88	$2,754.54	$-34.66
OMNICOM GROUP INC	OMC	681919106	62	10/04/11	11/13/12	$2,907.46	$2,277 90	$629.56
KRAFT FOODS GROUP INC	KRFT	50076Q106	30.33	08/04/11	12/06/12	$1,384.25	$1,125 70	$258.55
KRAFT FOODS GROUP INC	KRFT	50076Q106	24.67	08/11/11	12/06/12	$1,125.68	$876 93	$248.75
KRAFT FOODS GROUP INC	KRFT	50076Q106	6.67	03/25/11	12/06/12	$304.20	$219.78	$84.42
KRAFT FOODS GROUP INC	KRFT	50076Q106	23.67	03/25/11	12/11/12	$1,057 39	$780.32	$277.07
KRAFT FOODS GROUP INC	KRFT	50076Q106	26	01/21/11	12/11/12	$1,161.63	$854 82	$306.81
KRAFT FOODS GROUP INC	KRFT	50076Q106	109	09/07/10	12/11/12	$4,869 90	$3,498.29	$1,371.61
KRAFT FOODS GROUP INC	KRFT	50076Q106	0.33	11/29/10	12/11/12	$14.88	$10.54	$4.34
Total long term gain/loss from sales:						$101,791.24	$88,582.54	$13,208.70

Long term transactions with loss disallowed due to wash sale

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Portion subject to 988	Net gain or loss	Wash sale loss disallowed
PEPSICO INC	PEP	713448108	9	09/07/10	03/14/12	$579.42	$592.10		$-12.68	
								$0.00		$12.68
PEPSICO INC	PEP	713448108	9	09/29/10	05/04/12	$594.29	$606.30		$-12.01	
								$0.00		$12.01
Total long term gain/loss from sales:						$1,173.71	$1,198.40		$-24.69	
Total long term loss disallowed from wash sales:										$24.69
Total long term Section 988 translation gain/loss from securities subject to wash sale:								$0.00		
						102,964.95	89,780.94	24.69		13,208.70

Proceeds From Broker Transactions

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
FRESH MKT INC	TFM	35804H106	3	09/28/11	05/18/12	$144.93	$118.45	$26.48
Total short term gain/loss from sales:						$144.93	$118.45	$26.48

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
NAPCO SEC SYS INC	NSSC	630402105	130	05/24/10	01/10/12	$304.77	$276.67	$28.10
NAPCO SEC SYS INC	NSSC	630402105	5	08/31/10	01/10/12	$11.72	$9.50	$2.22
ENERNOC INC	ENOC	292764107	30	07/30/10	03/14/12	$215.81	$1,028.80	$-812.99
ENERNOC INC	ENOC	292764107	57	07/30/10	03/15/12	$410.02	$1,954.73	$-1,544.71
FORRESTER RESH INC	FORR	346563109	25	05/24/10	03/22/12	$790.52	$789.26	$1.26
FORRESTER RESH INC	FORR	346563109	19	05/24/10	03/23/12	$604.10	$599.83	$4.27
FORRESTER RESH INC	FORR	346563109	7	05/24/10	03/26/12	$229.30	$220.99	$8.31
QUALITY SYS INC	QSII	747582104	80	05/24/10	04/05/12	$3,350.96	$2,409.47	$941.49
ULTIMATE SOFTWARE GROUP INC	ULTI	90385D107	4	05/24/10	05/18/12	$297.67	$137.81	$159.86
NATIONAL INSTRS CORP	NATI	636518102	13	05/24/10	05/18/12	$338.33	$271.65	$66.68
LKQ CORP	LKQ	501889208	5	05/24/10	05/18/12	$170.88	$90.10	$80.78
FARO TECHNOLOGIES INC	FARO	311642102	4	05/24/10	05/18/12	$194.75	$103.62	$91.13

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
CASS INFORMATION SYS INC	CASS	14808P109	4	05/24/10	05/18/12	$150 44	$119.91	$30 53
CHEMED CORP NEW	CHE	16359R103	3	05/24/10	05/18/12	$166 11	$166 69	$-0 58
ECHELON CORP OC	ELON	27874N105	67	05/24/10	05/22/12	$233 35	$553.22	$-319 87
ECHELON CORP OC	ELON	27874N105	88	05/24/10	05/23/12	$306 21	$726.63	$-420 42
ALLSCRIPTS HEALTHCARE SOLUTION	MDRX	01988P108	235	05/24/10	05/24/12	$2,562.41	$4,566.05	$-2,003 64
ECHELON CORP OC	ELON	27874N105	86	05/24/10	05/24/12	$298.58	$710.11	$-411.53
ECHELON CORP OC	ELON	27874N105	5	08/31/10	05/25/12	$17.24	$38.85	$-21 61
ECHELON CORP OC	ELON	27874N105	68	05/24/10	05/25/12	$234 52	$561.48	$-326 96
MEDTOX SCIENTIFIC INC	MTOX	584977201	75	05/24/10	06/15/12	$2,005.47	$908.25	$1,097 22
UNITED NAT FOODS INC	UNFI	911163103	9	08/30/09	06/28/12	$482.67	$288.90	$193.77
ULTIMATE SOFTWARE GROUP INC	ULTI	90385D107	20	05/24/10	06/28/12	$1,727.56	$689.06	$1,038 50
CAPELLA ED CO	CPLA	139594105	4	10/25/10	08/10/12	$124.88	$266.56	$-141 68
CAPELLA ED CO	CPLA	139594105	25	10/25/10	08/13/12	$776 65	$1,665.98	$-889 33
CAPELLA ED CO	CPLA	139594105	15	10/25/10	08/14/12	$465 38	$999.58	$-534 20
ATHENAHEALTH INC	ATHN	04685W103	13	04/05/11	08/15/12	$1,184 09	$580.23	$603 86
ANGIODYNAMICS INC	ANGO	03475V101	217	05/24/10	08/15/12	$2,285 24	$3,337.46	$-1,052 22
RESOURCES CONNECTION INC	RECN	76122Q105	90	05/24/10	08/15/12	$1,059 51	$1,510.25	$-450 74
ANGIODYNAMICS INC	ANGO	03475V101	48	05/24/10	08/16/12	$502 16	$738 24	$-236 08
RESOURCES CONNECTION INC	RECN	76122Q105	51	05/24/10	08/16/12	$605 02	$855 80	$-250 78
RESOURCES CONNECTION INC	RECN	76122Q105	49	05/24/10	08/17/12	$592 06	$822.24	$-230 18
RESOURCES CONNECTION INC	RECN	76122Q105	30	05/24/10	08/20/12	$361.01	$503.42	$-142 41
RESOURCES CONNECTION INC	RECN	76122Q105	5	08/31/10	08/20/12	$60 17	$55 20	$4 97
STRATASYS INC	SSYS	862685104	88	05/24/10	12/03/12	$6,424 88	$2,100.03	$4,324 85
CASS INFORMATION SYS INC	CASS	14808P109	0 4	05/24/10	12/21/12	$16 17	$10.90	$5 27
Total long term gain/loss from sales:						$29,560.61	$30,667.47	$-1,106 86

Proceeds From Broker Transactions

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
BRISTOL MYERS SQUIBB COMPANY	BMY	110122108	238	06/27/11	04/12/12	$7,725.62	$6,806.80	$918.82
DOMINION RES INC VA NEW	D	25746U109	150	06/27/11	04/12/12	$7,517.73	$7,146.00	$371.73
GENUINE PARTS CO	GPC	372460105	35	06/27/11	04/12/12	$2,197.32	$1,848.70	$348.62
NEXTERA ENERGY INC	NEE	65339F101	77	06/27/11	04/12/12	$4,794.53	$4,372.32	$422.21
PHILIP MORRIS INTL INC	PM	718172109	60	06/27/11	04/12/12	$5,240.08	$3,959.40	$1,280.68
VERIZON COMMUNICATIONS	VZ	92343V104	110	06/27/11	04/12/12	$4,129.11	$3,990.80	$138.31
PHILLIPS 66	PSX	718546104	0.5	01/18/12	05/31/12	$15.56	$16.39	$-0.83
PHILLIPS 66	PSX	718546104	19	01/18/12	06/11/12	$621.76	$622.83	$-1.07
AT&T INC	T	00206R102	103	01/19/12	11/27/12	$3,481.79	$3,116.99	$364.80
CISCO SYSTEM INC	CSCO	17275R102	213	02/13/12	11/27/12	$4,063.95	$4,130.43	$-66.48
CONOCOPHILLIPS	COP	20825C104	39	01/18/12	11/27/12	$2,208.71	$2,150.92	$57.79
CONOCOPHILLIPS	COP	20825C104	66	06/11/12	11/27/12	$3,737.82	$3,591.24	$146.58
JP MORGAN CHASE & CO	JPM	46625H100	21	03/29/12	11/27/12	$860.98	$958.61	$-97.63
RAYTHEON CO NEW	RTN	755111507	115	04/12/12	11/27/12	$6,519.05	$6,059.26	$459.79
Total short term gain/loss from sales:						$53,114.01	$48,770.69	$4,343.32

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis		Net gain or loss
VERIZON COMMUNICATIONS	VZ	92343V104	35	09/08/10	04/12/12	$1,313.81	$1,062.95		$250.86
PHILIP MORRIS INTL INC	PM	718172109	10	09/08/10	04/12/12	$873.35	$537.50		$335.85
DOMINION RES INC VA NEW	D	25746U109	27	09/08/10	04/12/12	$1,353.19	$1,182.84		$170.35
DIAGEO PLC SPONSORED ADR NEW	DEO	25243Q205	74	09/08/10	04/12/12	$7,240.20	$4,977.24		$2,262.96
PHILLIPS 66	PSX	718546104	195	09/08/10	06/11/12	$6,381.25	$4,856.06		$1,525.19
BRISTOL MYERS SQUIBB COMPANY	BMY	110122108	676	09/08/10	09/13/12	$22,782.72	$18,096.52		$4,686.20
BRISTOL MYERS SQUIBB COMPANY	BMY	110122108	22	06/27/11	09/13/12	$741.45	$629.20		$112.25
BRISTOL MYERS SQUIBB COMPANY	BMY	110122108	114	09/08/10	09/14/12	$3,823.28	$3,051.78		$771.50
KRAFT FOODS GROUP INC	KRFT	50076Q106	0.67	06/27/11	10/30/12	$30.65	$24.30		$6.35
DU PONT (E I) DE NEMOURS & CO	DD	263534109	103	06/27/11	11/27/12	$4,502.03	$5,319.95		$-817.92
GENERAL ELECTRIC CO	GE	369604103	300	06/27/11	11/27/12	$6,327.73	$5,460.00		$867.73
GENERAL ELECTRIC CO	GE	369604103	69	09/08/10	11/27/12	$1,455.38	$1,068.81		$386.57
GENUINE PARTS CO	GPC	372460105	5	06/27/11	11/27/12	$313.24	$264.10		$49.14
GENUINE PARTS CO	GPC	372460105	50	09/08/10	11/27/12	$3,132.43	$2,113.00		$1,019.43
HCP INC	HCP	40414L109	171	06/27/11	11/27/12	$7,732.44	$6,134.19	*	$1,598.25
VODAFONE GROUP PLC NEW SPONSO	VOD	92857W209	78	06/27/11	11/27/12	$1,961.14	$2,054.52		$-93.38
HEALTH CARE REIT INC	HCN	42217K106	81	06/27/11	11/27/12	$4,795.10	$4,083.60	*	$711.50
HEINZ H J CO	HNZ	423074103	130	06/27/11	11/27/12	$7,544.85	$6,918.60		$626.25
HEINZ H J CO	HNZ	423074103	58	09/08/10	11/27/12	$3,366.16	$2,699.96		$666.20
INTEL CORP	INTC	458140100	14	06/27/11	11/27/12	$281.02	$297.33		$-16.31
JOHNSON AND JOHNSON	JNJ	478160104	80	06/27/11	11/27/12	$5,519.88	$5,234.40		$285.48
KIMBERLY CLARK CORP	KMB	494368103	112	09/08/10	11/27/12	$9,639.06	$7,352.80		$2,286.26
KRAFT FOODS GROUP INC	KRFT	50076Q106	49.33	06/27/11	11/27/12	$2,218.71	$1,797.39		$421.32
KRAFT FOODS GROUP INC	KRFT	50076Q106	61.67	09/08/10	11/27/12	$2,773.41	$1,987.10		$786.31
LILLY ELI & CO	LLY	532457108	230	06/27/11	11/27/12	$11,040.88	$8,475.50		$2,565.38
LILLY ELI & CO	LLY	532457108	94	09/08/10	11/27/12	$4,512.36	$3,262.74		$1,249.62
MERCK & CO INC	MRK	58933Y105	139	10/05/11	11/27/12	$6,130.28	$4,350.67		$1,779.61
MICROSOFT CORP	MSFT	594918104	138	07/27/11	11/27/12	$3,749.70	$3,817.55		$-67.85

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
MONDELEZ INTL INC	MDLZ	609207105	150	06/27/11	11/27/12	$3,811.46	$3,369.81	$441.65
MONDELEZ INTL INC	MDLZ	609207105	88	09/08/10	11/27/12	$2,236.05	$1,748.47	$487.58
NEXTERA ENERGY INC	NEE	65339F101	73	06/27/11	11/27/12	$4,966.69	$4,145.18	$821.51
NEXTERA ENERGY INC	NEE	65339F101	26	09/08/10	11/27/12	$1,768.96	$1,415.44	$353.52
PHILIP MORRIS INTL INC	PM	718172109	54	09/08/10	11/27/12	$4,841.23	$2,902.50	$1,938.73
ROYAL DUTCH SHELL PLC SPONSORE	RDS/B	780259107	29	03/29/11	11/27/12	$1,992.83	$2,102.31	$-109.48
3M CO	MMM	88579Y101	42	01/13/51	11/27/12	$3,817.71	$3,537.42	$280.29
TRAVELERS COS INC	TRV	89417E109	60	06/27/11	11/27/12	$4,273.46	$3,434.40	$839.06
TRAVELERS COS INC	TRV	89417E109	40	01/13/51	11/27/12	$2,848.98	$2,052.85	$796.13
UNILEVER N V	UN	904784709	150	06/27/11	11/27/12	$5,610.30	$4,840.25	$770.05
UNILEVER N V	UN	904784709	63	09/08/10	11/27/12	$2,356.32	$1,732.50	$623.82
VERIZON COMMUNICATIONS	VZ	92343V104	226	09/08/10	11/27/12	$9,734.62	$6,863.62	$2,871.00
DOMINION RES INC VA NEW	D	25746U109	58	09/08/10	11/27/12	$2,949.23	$2,540.91	$408.32
DIAGEO PLC SPONSORED ADR NEW	DEO	25243Q205	74	09/08/10	11/27/12	$8,910.64	$4,977.24	$3,933.40
CHEVRONTEXACO CORP	CVX	166764100	31	09/08/10	11/27/12	$3,223.75	$2,408.70	$815.05
CHEVRONTEXACO CORP	CVX	166764100	20	06/27/11	11/27/12	$2,079.84	$1,979.20	$100.64
BOEING CO	BA	097023105	52	09/08/10	11/27/12	$3,869.23	$3,344.64	$524.59
ASTRAZENECA PLC SPONSORED ADR	AZN	046353108	152	09/08/10	11/27/12	$7,026.80	$7,844.75	$-817.95
ALTRIA GROUP INC	MO	02209S103	116	09/08/10	11/27/12	$3,860.89	$2,695.84	$1,165.05
ALTRIA GROUP INC	MO	02209S103	140	06/27/11	11/27/12	$4,659.70	$3,743.35	$916.35
AT&T INC	T	00206R102	97	09/08/10	11/27/12	$3,278.96	$2,650.98	$627.98
HSBC HLDGS PLC SPONSORED ADR N	HBC	404280406	295	09/08/10	11/27/12	$14,724.79	$14,947.65	$-222.86
Total long term gain/loss from sales:						$234,378.14	$192,388.61	$41,989.53

Proceeds From Broker Transactions

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
HOME INNS & HOTELS MGMT INC	HMIN	43713W107	1	03/28/11	01/09/12	$25.89	$39.06	$-13.17
HOME INNS & HOTELS MGMT INC	HMIN	43713W107	29	04/29/11	01/09/12	$750.91	$1,255.99	$-505.08
HOME INNS & HOTELS MGMT INC	HMIN	43713W107	41	03/28/11	01/10/12	$1,098.09	$1,601.46	$-503.37
ULTA SALON COSMETICS & FRAGRAN	ULTA	90384S303	21	04/29/11	01/12/12	$1,490.04	$1,101.40	$388.64
DECKERS OUTDOOR CORP	DECK	243537107	23	03/28/11	01/12/12	$2,007.48	$1,936.60	$70.88
DECKERS OUTDOOR CORP	DECK	243537107	16	04/29/11	01/12/12	$1,396.50	$1,396.64	$-0.14
ULTA SALON COSMETICS & FRAGRAN	ULTA	90384S303	6	03/28/11	01/12/12	$425.73	$287.34	$138.39
UNDER ARMOUR INC CL A	UA	904311107	18	04/29/11	01/17/12	$1,372.90	$1,253.34	$119.56
UNDER ARMOUR INC CL A	UA	904311107	27	03/28/11	01/17/12	$2,059.36	$1,764.72	$294.64
TRACTOR SUPPLY CO	TSCO	892356106	42	04/29/11	01/19/12	$3,385.06	$2,584.26	$800.80
TRACTOR SUPPLY CO	TSCO	892356106	17	03/28/11	01/19/12	$1,370.15	$967.98	$402.17
EXPEDIA INC DEL	EXPE	30212P303	0.5	04/29/11	01/23/12	$15.41	$12.41	$3.00
TRIPADVISOR INC	TRIP	896945201	0.5	04/29/11	01/23/12	$14.71	$12.84	$1.87
METTLER-TOLEDO INTL INC	MTD	592688105	7	04/29/11	02/03/12	$1,280.95	$1,291.99	$-11.04
METTLER-TOLEDO INTL INC	MTD	592688105	14	03/28/11	02/03/12	$2,561.91	$2,390.08	$171.83
METTLER-TOLEDO INTL INC	MTD	592688105	9	01/25/12	02/03/12	$1,646.94	$1,571.13	$75.81
WALTER INDS INC	WLT	93317Q105	29	06/27/11	03/07/12	$1,676.93	$3,255.29	$-1,578.36
WALTER INDS INC	WLT	93317Q105	24	02/24/12	03/07/12	$1,387.80	$1,614.48	$-226.68
WALTER INDS INC	WLT	93317Q105	15	01/25/12	03/07/12	$867.37	$1,020.30	$-152.93

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Bank of America Private Wealth Management

IM KILTS FAMILY FDN - ACM-SMG

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
F5 NETWORKS INC	FFIV	315616102	31	03/28/11	03/08/12	$3,891.71	$2,945.31	$946.40
F5 NETWORKS INC	FFIV	315616102	19	04/29/11	03/08/12	$2,385.24	$1,938.57	$446.67
F5 NETWORKS INC	FFIV	315616102	23	01/25/12	03/08/12	$2,887.40	$2,801.70	$85.70
F5 NETWORKS INC	FFIV	315616102	39	02/24/12	03/08/12	$4,896.03	$4,967.82	$-71.79
RIVERBED TECHNOLOGY INC	RVBD	768573107	52	01/25/12	03/21/12	$1,414.28	$1,521.52	$-107.24
RIVERBED TECHNOLOGY INC	RVBD	768573107	79	04/29/11	03/21/12	$2,148.61	$2,708.91	$-560.30
RIVERBED TECHNOLOGY INC	RVBD	768573107	12	03/28/11	03/21/12	$326.37	$448.92	$-122.55
RIVERBED TECHNOLOGY INC	RVBD	768573107	43	04/18/11	03/21/12	$1,169.50	$1,784.93	$-615.43
CAREFUSION CORP	CFN	14170T101	52	01/25/12	03/21/12	$1,313.65	$1,235.00	$78.65
CAREFUSION CORP	CFN	14170T101	83	02/24/12	03/21/12	$2,096.78	$2,145.55	$-48.77
CAREFUSION CORP	CFN	14170T101	70	03/28/11	03/21/12	$1,768.37	$1,967.00	$-198.63
RIVERBED TECHNOLOGY INC	RVBD	768573107	104	02/24/12	03/21/12	$2,828.55	$2,904.72	$-76.17
CAREFUSION CORP	CFN	14170T101	32	04/29/11	03/21/12	$808.40	$945.28	$-136.88
GEN-PROBE INC NEW	GPRO	36866T103	23	01/25/12	04/30/12	$1,877.68	$1,512.94	$364.74
GEN-PROBE INC NEW	GPRO	36866T103	45	02/24/12	04/30/12	$3,673.72	$3,108.60	$565.12
NU SKIN ASIA INC CL A	NUS	67018T105	95	02/24/12	05/03/12	$4,307.09	$5,096.75	$-789.66
NU SKIN ASIA INC CL A	NUS	67018T105	52	01/25/12	05/03/12	$2,357.56	$2,537.08	$-179.52
HERBALIFE LTD USD	HLF	G4412G101	10	07/21/11	05/04/12	$471.76	$580.88	$-109.12
HERBALIFE LTD USD	HLF	G4412G101	22	01/25/12	05/04/12	$1,037.86	$1,243.88	$-206.02
HERBALIFE LTD USD	HLF	G4412G101	83	02/24/12	05/04/12	$3,915.59	$5,494.60	$-1,579.01
CYPRESS SEMICONDUCTOR CORP	CY	232806109	86	01/25/12	06/13/12	$1,099.73	$1,613.36 *	$-513.63
CYPRESS SEMICONDUCTOR CORP	CY	232806109	145	02/24/12	06/13/12	$1,854.19	$2,591.88 *	$-737.69
CYPRESS SEMICONDUCTOR CORP	CY	232806109	195	10/03/11	06/13/12	$2,493.56	$2,701.32 *	$-207.76
DEVRY INC DEL COM	DV	251893103	29	01/25/12	06/13/12	$774.12	$1,168.99	$-394.87
DEVRY INC DEL COM	DV	251893103	49	02/24/12	06/13/12	$1,307.99	$1,815.45	$-507.46
RYDER SYSTEM INC	R	783549108	31	01/25/12	06/13/12	$1,275.52	$1,701.28	$-425.76
RYDER SYSTEM INC	R	783549108	53	02/24/12	06/13/12	$2,180.73	$2,805.29	$-624.56
HARMAN INTL INDS INC NEW	HAR	413086109	89	02/24/12	06/15/12	$3,288.63	$4,487.38	$-1,198.75

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Bank of America Private Wealth Management

IM KILTS FAMILY FDN - ACM-SMG

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
HARMAN INTL INDS INC NEW	HAR	413086109	49	01/25/12	06/15/12	$1,810.60	$2,141.79	$-331.19
HARMAN INTL INDS INC NEW	HAR	413086109	39	12/06/11	06/15/12	$1,441.09	$1,590.95	$-149.86
SILGAN HLDGS INC	SLGN	827048109	19	02/24/12	06/22/12	$829.17	$820.80	$8.37
SILGAN HLDGS INC	SLGN	827048109	11	02/24/12	06/25/12	$469.18	$475.20	$-6.02
HERBALIFE LTD USD	HLF	G4412G101	21	01/25/12	07/17/12	$1,040.10	$1,187.34	$-147.24
VERIFONE HLDGS INC	PAY	92342Y109	54	01/25/12	07/17/12	$1,920.41	$2,129.76	$-209.35
SENSATA TECH HLDG NV	ST	N7902X106	30	01/25/12	07/17/12	$797.81	$868.50	$-70.69
AFFILIATED MANAGERS GROUP	AMG	008252108	24	02/24/12	07/17/12	$2,628.63	$2,556.00	$72.63
FACTSET RESH SYS INC	FDS	303075105	11	01/25/12	07/17/12	$1,009.18	$1,001.33	$7.85
FACTSET RESH SYS INC	FDS	303075105	16	02/24/12	07/17/12	$1,467.90	$1,437.60	$30.30
NU SKIN ASIA INC CL A	NUS	67018T105	4	01/25/12	07/17/12	$187.02	$195.16	$-8.14
SIRONA DENTAL SYS INC	SIRO	82966C103	49	02/24/12	07/17/12	$2,185.34	$2,353.96	$-168.62
SIRONA DENTAL SYS INC	SIRO	82966C103	26	01/25/12	07/17/12	$1,159.57	$1,235.26	$-75.69
TRIPADVISOR INC	TRIP	896945201	34	01/25/12	07/17/12	$1,550.32	$1,071.00	$479.32
TRIPADVISOR INC	TRIP	896945201	65	02/24/12	07/17/12	$2,963.85	$1,988.35	$975.50
UNITED RENTALS INC	URI	911363109	133	02/24/12	07/17/12	$4,555.60	$5,712.84	$-1,157.24
UNITED RENTALS INC	URI	911363109	43	01/25/12	07/17/12	$1,472.86	$1,473.61	$-0.75
VERIFONE HLDGS INC	PAY	92342Y109	85	02/24/12	07/17/12	$3,022.86	$3,989.89	$-967.03
SENSATA TECH HLDG NV	ST	N7902X106	58	02/24/12	07/17/12	$1,542.43	$1,922.70	$-380.27
MOMENTA PHARMACEUTICALS INC	MNTA	60877T100	61	01/19/12	08/06/12	$849.38	$1,182.07	$-332.69
MOMENTA PHARMACEUTICALS INC	MNTA	60877T100	53	02/24/12	08/06/12	$724.07	$799.24	$-75.17
MOMENTA PHARMACEUTICALS INC	MNTA	60877T100	26	01/25/12	08/06/12	$362.03	$489.84	$-127.81
TEMPUR PEDIC INTL INC	TPX	88023U101	54	02/24/12	08/30/12	$1,697.27	$4,208.76	$-2,511.49
TEMPUR PEDIC INTL INC	TPX	88023U101	20	01/25/12	08/30/12	$628.62	$1,381.40	$-752.78
TEMPUR PEDIC INTL INC	TPX	88023U101	45	09/20/11	08/30/12	$1,414.39	$2,769.28	$-1,354.89
TEMPUR PEDIC INTL INC	TPX	88023U101	19	01/17/12	08/30/12	$597.18	$1,105.67	$-508.49
WYNDHAM WORLDWIDE CORP	WYN	98310W108	115	02/24/12	09/18/12	$6,122.97	$5,069.20	$1,053.77
WYNDHAM WORLDWIDE CORP	WYN	98310W108	55	01/25/12	09/18/12	$2,928.38	$2,201.65	$726.73

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
SOLARWINDS INC	SWI	83416B109	133	02/24/12	09/19/12	$7,938.17	$5,206.15	$2,732.02
SOLARWINDS INC	SWI	83416B109	59	01/25/12	09/19/12	$3,521.44	$1,821.33	$1,700.11
RACKSPACE HOSTING INC	RAX	750086100	107	02/24/12	10/10/12	$7,323.68	$5,736.79	$1,586.89
ROLLINS INCORPORATED	ROL	775711104	41	02/24/12	10/25/12	$922.81	$865.10	$57.71
ROLLINS INCORPORATED	ROL	775711104	44	01/25/12	10/25/12	$990.34	$1,006.72	$-16.38
ROLLINS INCORPORATED	ROL	775711104	58	02/24/12	11/14/12	$1,268.94	$1,223.80	$45.14
WYNDHAM WORLDWIDE CORP	WYN	98310W108	12	01/25/12	11/27/12	$591.82	$480.36	$111.46
SIGNET GROUP PLC	SIG	G81276100	34	02/24/12	11/27/12	$1,849.67	$1,639.14	$210.53
AFFILIATED MANAGERS GROUP	AMG	008252108	6	02/24/12	11/27/12	$769.73	$639.00	$130.73
AKAMAI TECHNOLOGIES INC	AKAM	00971T101	39	02/24/12	11/27/12	$1,350.93	$1,453.14	$-102.21
ALBEMARLE CORP	ALB	012653101	3	02/24/12	11/27/12	$173.85	$200.40	$-26.55
ALLIANCE DATA SYS CORP	ADS	018581108	14	07/17/12	11/27/12	$1,956.31	$1,834.86	$121.45
AUTONATION INC	AN	05329W102	35	01/25/12	11/27/12	$1,393.66	$1,264.20	$129.46
AUTONATION INC	AN	05329W102	2	02/24/12	11/27/12	$79.64	$69.12	$10.52
CARDTRONICS INC	CATM	14161H108	15	02/24/12	11/27/12	$347.84	$421.50	$-73.66
COINSTAR INC	CSTR	19259P300	37	03/26/12	11/27/12	$1,747.47	$2,341.64	$-594.17
DSW INC CL A	DSW	23334L102	5	06/13/12	11/27/12	$339.39	$289.13	$50.26
DILLARDS INC CL A	DDS	254067101	14	09/25/12	11/27/12	$1,235.05	$1,061.24	$173.81
DOLBY LABORATORIES INC CL A	DLB	25659T107	39	05/23/12	11/27/12	$1,264.74	$1,703.97	$-439.23
EAGLE MATLS INC	EXP	26969P108	23	07/17/12	11/27/12	$1,266.58	$874.84	$391.74
ENERSYS	ENS	29275Y102	23	07/17/12	11/27/12	$792.79	$799.53	$-6.74
ENTEGRIS INC	ENTG	29362U104	119	01/25/12	11/27/12	$1,049.56	$1,162.82	$-113.26
EXPEDIA INC DEL	EXPE	30212P303	50	05/04/12	11/27/12	$3,071.43	$2,052.70	$1,018.73
FEI CO	FEIC	30241L109	20	01/25/12	11/27/12	$1,067.97	$895.60	$172.37
FLEETCOR TECHNOLOGIES INC	FLT	339041105	28	05/09/12	11/27/12	$1,473.52	$1,137.39	$336.13
GARTNER GROUP INC NEW CL A	IT	366651107	34	07/17/12	11/27/12	$1,607.14	$1,557.17	$49.97
GENOMIC HEALTH INC	GHDX	37244C101	13	07/18/12	11/27/12	$366.46	$459.86	$-93.40
HANGER ORTHOPEDIC GROUP INC NE	HGR	41043F208	20	07/18/12	11/27/12	$498.47	$531.88	$-33.41

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis		Net gain or loss
HEARTLAND PMT SYS INC	HPY	42235N108	41	02/24/12	11/27/12	$1,221.36	$1,183.67		$37.69
IAC / INTERACTIVECORP	IACI	44919P508	39	06/15/12	11/27/12	$1,678.52	$1,786.92		$-108.40
IAC / INTERACTIVECORP	IACI	44919P508	14	02/24/12	11/27/12	$602.54	$634.76		$-32.22
IXIA	XXIA	45071R109	37	10/04/12	11/27/12	$536.85	$618.90		$-82.05
ILLUMINA INC	ILMN	452327109	48	02/15/12	11/27/12	$2,482.98	$2,610.24		$-127.26
ILLUMINA INC	ILMN	452327109	1	02/24/12	11/27/12	$51.73	$51.19		$0.54
INCYTE PHARMACEUTICALS INC	INCY	45337C102	12	01/25/12	11/27/12	$216.59	$221.64		$-5.05
INFORMATICA CORP	INFA	45666Q102	22	02/24/12	11/27/12	$601.24	$1,094.50		$-493.26
IRON MTN INC PA	IRM	462846106	19.9	11/21/12	11/27/12	$636.03	$652.04		$-16.01
JABIL CIRCUIT INC COM	JBL	466313103	80	02/24/12	11/27/12	$1,516.76	$2,080.00	*	$-563.24
JANUS CAP GROUP INC	JNS	47102X105	111	02/24/12	11/27/12	$941.25	$987.37		$-46.12
JARDEN CORP	JAH	471109108	39	05/04/12	11/27/12	$2,075.92	$1,593.60		$482.32
KAPSTONE PAPER & PACKAGING COR	KS	48562P103	28	02/24/12	11/27/12	$579.86	$572.04		$7.82
LKQ CORP	LKQ	501889208	42	06/14/12	11/27/12	$915.99	$752.91		$163.08
LENDER PROCESSING SVCS INC	LPS	52602E102	2	02/24/12	11/27/12	$49.60	$45.01		$4.59
MERCADOLIBRE INC	MELI	58733R102	22	02/24/12	11/27/12	$1,643.98	$2,155.56		$-511.58
MYRIAD GENETICS INC	MYGN	62855J104	17	07/17/12	11/27/12	$513.04	$434.51		$78.53
ONYX PHARMACEUTICALS INC DEL	ONXX	683399109	7	07/17/12	11/27/12	$531.00	$479.02		$51.98
PVH CORP	PVH	693656100	11	09/20/12	11/27/12	$1,220.75	$1,016.86		$203.89
PANERA BREAD COMPANY CL A	PNRA	69840W108	9	02/24/12	11/27/12	$1,457.16	$1,362.42		$94.74
PAREXEL INTL CORP	PRXL	699462107	51	11/14/12	11/27/12	$1,624.82	$1,554.99		$69.83
PENN NATL GAMING INC	PENN	707569109	23	06/13/12	11/27/12	$1,110.87	$993.00		$117.87
PETSMART INC	PETM	716768106	37	02/24/12	11/27/12	$2,567.74	$2,010.95		$556.79
POLARIS INDUSTRIES INC NEW	PII	731068102	24	05/04/12	11/27/12	$2,055.79	$1,929.28		$126.51
RACKSPACE HOSTING INC	RAX	750086100	3	02/24/12	11/27/12	$199.25	$160.84		$38.41
ROBERT HALF INTERNATIONAL INC	RHI	770323103	32	07/17/12	11/27/12	$891.81	$904.76		$-12.95
SALLY BEAUTY HLDGS INC	SBH	79546E104	26	06/15/12	11/27/12	$645.04	$701.20		$-56.16
SELECT MED HLDGS CORP	SEM	81619Q105	44	07/18/12	11/27/12	$487.50	$487.32		$0.18

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
SILGAN HLDGS INC	SLGN	827048109	38	02/24/12	11/27/12	$1,662.08	$1,641.60	$20.48
SOLARWINDS INC	SWI	83416B109	14	01/25/12	11/27/12	$765.23	$432.18	$333.05
TIBCO SOFTWARE INC	TIBX	88632Q103	6	02/24/12	11/27/12	$154.14	$175.95	$-21.81
TOWERS WATSON & CO	TW	891894107	31	02/24/12	11/27/12	$1,594.60	$1,986.17	$-391.57
TOTAL SYS SVCS INC	TSS	891906109	75	09/20/12	11/27/12	$1,630.47	$1,805.46	$-174.99
TRACTOR SUPPLY CO	TSCO	892356106	18	02/24/12	11/27/12	$1,613.85	$1,515.96	$97.89
ULTA SALON COSMETICS & FRAGRAI	ULTA	90384S303	14	02/24/12	11/27/12	$1,310.09	$1,149.96	$160.13
UNITED RENTALS INC	URI	911363109	17	01/25/12	11/27/12	$690.52	$582.59	$107.93
UNITED THERAPEUTICS CORP DEL	UTHR	91307C102	16	09/20/12	11/27/12	$843.02	$928.95	$-85.93
UNIVERSAL HEALTH SVCS INC CL B	UHS	913903100	34	07/17/12	11/27/12	$1,475.34	$1,399.99	$75.35
VALMONT INDS INC	VMI	920253101	10	07/17/12	11/27/12	$1,391.26	$1,316.36	$74.90
VOLCANO CORP	VOLC	928645100	60	02/24/12	11/27/12	$1,616.36	$1,695.57	$-79.21
WABTEC CORP	WAB	929740108	18	02/24/12	11/27/12	$1,497.92	$1,340.10	$157.82
WILLIAMS SONOMA INC	WSM	969904101	35	09/18/12	11/27/12	$1,123.47	$1,075.88	$47.59
Total short term gain/loss from sales:						$224,746.68	$230,342.97	$-5,596.29

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
GEN-PROBE INC NEW	GPRO	36866T103	34	03/28/11	04/30/12	$2,775.71	$2,213.06	$562.65
GEN-PROBE INC NEW	GPRO	36866T103	20	04/29/11	04/30/12	$1,632.77	$1,627.40	$5.37
RYDER SYSTEM INC	R	783549108	25	04/29/11	06/13/12	$1,028.64	$1,347.75	$-319.11
DEVRY INC DEL COM	DV	251893103	55	04/29/11	06/13/12	$1,468.15	$2,871.55	$-1,403.40
DEVRY INC DEL COM	DV	251893103	13	03/28/11	06/13/12	$347.02	$730.21	$-383.19
RYDER SYSTEM INC	R	783549108	42	03/28/11	06/13/12	$1,728.12	$2,074.80	$-346.68
HARMAN INTL INDS INC NEW	HAR	413086109	34	04/29/11	06/15/12	$1,256.33	$1,639.82	$-383.49
HARMAN INTL INDS INC NEW	HAR	413086109	41	03/28/11	06/15/12	$1,514.99	$1,889.69	$-374.70

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
INFORMATICA CORP	INFA	45666Q102	47	04/29/11	06/15/12	$1,990.30	$2,598 63	$-608.33
INFORMATICA CORP	INFA	45666Q102	64	03/28/11	06/15/12	$2,710.19	$3,249 92	$-539.73
SILGAN HLDGS INC	SLGN	827048109	46	04/29/11	06/22/12	$2,007 48	$2,086.10	$-78.62
SENSATA TECH HLDG NV	ST	N7902X106	37	04/29/11	07/17/12	$983.97	$1,314.98	$-331 01
HERBALIFE LTD USD	HLF	G4412G101	97	05/26/11	07/17/12	$4,804.25	$5,242.33	$-438.08
SENSATA TECH HLDG NV	ST	N7902X106	49	03/28/11	07/17/12	$1,303.09	$1,646.40	$-343.31
VERIFONE HLDGS INC	PAY	92342Y109	86	05/23/11	07/17/12	$3,058.43	$3,847.89	$-789.46
VERIFONE HLDGS INC	PAY	92342Y109	29	06/13/11	07/17/12	$1,031.33	$1,428.41	$-397 08
AFFILIATED MANAGERS GROUP	AMG	008252108	14	04/29/11	07/17/12	$1,533.37	$1,525.86	$7.51
FACTSET RESH SYS INC	FDS	303075105	7	04/29/11	07/17/12	$642.21	$760.06	$-117 85
FACTSET RESH SYS INC	FDS	303075105	13	03/28/11	07/17/12	$1,192.67	$1,333.02	$-140.35
NU SKIN ASIA INC CL A	NUS	67018T105	38	04/29/11	07/17/12	$1,776.65	$1,197.76	$578.89
NU SKIN ASIA INC CL A	NUS	67018T105	82	03/28/11	07/17/12	$3,833.83	$2,388.66	$1,445.17
SIRONA DENTAL SYS INC	SIRO	82966C103	24	04/29/11	07/17/12	$1,070.37	$1,374.24	$-303 87
SIRONA DENTAL SYS INC	SIRO	82966C103	42	03/28/11	07/17/12	$1,873.15	$2,090.76	$-217.61
TRIPADVISOR INC	TRIP	896945201	29.5	04/29/11	07/17/12	$1,345.13	$757.38	$587.75
TRIPADVISOR INC	TRIP	896945201	51.5	03/28/11	07/17/12	$2,348.28	$1,142.83	$1,205.45
ROLLINS INCORPORATED	ROL	775711104	20	04/29/11	11/14/12	$437.57	$417.60	$19 97
ROLLINS INCORPORATED	ROL	775711104	35	04/29/11	11/15/12	$757.20	$730.80	$26.40
ROLLINS INCORPORATED	ROL	775711104	40	03/28/11	11/15/12	$865 37	$792.80	$72.57
ROLLINS INCORPORATED	ROL	775711104	43	03/28/11	11/16/12	$926.59	$852.26	$74.33
SIGNET GROUP PLC	SIG	G81276100	18	04/04/11	11/27/12	$979.24	$880.84	$98.40
XL GROUP PLC	XL	G98290102	54	04/29/11	11/27/12	$1,299.21	$1,308.96	$-9.75
XL GROUP PLC	XL	G98290102	1	03/28/11	11/27/12	$24 06	$23.50	$0.56
NXP SEMICONDUCTORS NV	NXPI	N6596X109	50	04/29/11	11/27/12	$1,213 97	$1,650.50	$-436.53
AFFILIATED MANAGERS GROUP	AMG	008252108	2	03/28/11	11/27/12	$256.57	$212.02	$44.55
ALBEMARLE CORP	ALB	012653101	20	04/29/11	11/27/12	$1,158.97	$1,381.40	$-222.43
AUTOLIV INC	ALV	052800109	18	04/29/11	11/27/12	$1,076.20	$1,447.20	$-371 00

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
AUTOLIV INC	ALV	052800109	11	03/28/11	11/27/12	$657.67	$797.94	$-140.27
CBRE GROUP INC	CBG	12504L109	53	03/28/11	11/27/12	$953.44	$1,450.61	$-497.17
CBRE GROUP INC	CBG	12504L109	47	04/29/11	11/27/12	$845.51	$1,246.44	$-400.93
CULLEN FROST BANKERS INC	CFR	229899109	25	04/29/11	11/27/12	$1,383.22	$1,482.25	$-99.03
DICE HLDGS INC	DHX	253017107	5	04/29/11	11/27/12	$42.60	$92.15	$-49.55
DICE HLDGS INC	DHX	253017107	52	05/10/11	11/27/12	$443.02	$845.31	$-402.29
HELMERICH & PAYNE INC	HP	423452101	14	03/28/11	11/27/12	$703.34	$934.50	$-231.16
HELMERICH & PAYNE INC	HP	423452101	8	04/29/11	11/27/12	$401.91	$520.00	$-118.09
HERTZ GLOBAL HLDGS INC	HTZ	42805T105	121	04/29/11	11/27/12	$1,804.08	$2,069.10	$-265.02
HERTZ GLOBAL HLDGS INC	HTZ	42805T105	22	03/28/11	11/27/12	$328.01	$358.60	$-30.59
INCYTE PHARMACEUTICALS INC	INCY	45337C102	25	04/29/11	11/27/12	$451.24	$468.00	$-16.76
IRON MTN INC PA	IRM	462846106	19.11	04/29/11	11/27/12	$610.77	$604.29	$6.48
LENDER PROCESSING SVCS INC	LPS	52602E102	8	03/28/11	11/27/12	$198.40	$259.28	$-60.88
LENDER PROCESSING SVCS INC	LPS	52602E102	42	04/29/11	11/27/12	$1,041.57	$1,229.34	$-187.77
NORDSON CORP	NDSN	655663102	12	04/29/11	11/27/12	$745.66	$678.96	$66.70
RACKSPACE HOSTING INC	RAX	750086100	26	05/20/11	11/27/12	$1,726.88	$1,271.67	$455.21
SANDRIDGE ENERGY INC	SD	80007P307	98	04/29/11	11/27/12	$557.60	$1,211.28	$-653.68
SOLARWINDS INC	SWI	83416B109	20	06/01/11	11/27/12	$1,093.18	$492.08	$601.10
TIBCO SOFTWARE INC	TIBX	88632Q103	67	04/29/11	11/27/12	$1,721.19	$2,018.04	$-296.85
WESTERN REFNG INC	WNR	959319104	47	08/02/11	11/27/12	$1,325.37	$956.20	$369.17
WYNDHAM WORLDWIDE CORP	WYN	98310W108	17	05/05/11	11/27/12	$838.42	$617.12	$221.30
IRON MTN INC PA	IRM	462846106	0.9	04/29/11	12/10/12	$28.16	$28.31	$-0.15
Total long term gain/loss from sales:						$72,152.62	$77,708.86	$-5,556.24

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					445.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					28.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					65,911.	
		NONDIVIDEND DISTRIBUTIONS PROPERTY TYPE: SECURITIES				P	VAR	VAR
551.							551.	
		2,840.909 SHS ROYCE PREMIER FUND INVSTMT PROPERTY TYPE: SECURITIES				P	9/21/2010	8/28/2012
54,975.		49,394.					5,581.	
		FIELDPOINT #388 (SEE ATTACHMENT) PROPERTY TYPE: SECURITIES				P	VAR	VAR
19,551.		19,121.					430.	
		FIELDPOINT #388 (SEE ATTACHMENT) PROPERTY TYPE: SECURITIES				P	VAR	VAR
95,166.		75,577.					19,589.	
		240 SHS MAGELLAN MIDSTREAM PARTNERS LP - PROPERTY TYPE: OTHER				P	2/25/2011	7/25/2012
17,788.		13,035.					4,753.	
		FIELDPOINT #396 (SEE ATTACHMENT) PROPERTY TYPE: SECURITIES				P	VAR	VAR
11,839.		11,916.					-77.	
		FIELDPOINT #396 (SEE ATTACHMENT) PROPERTY TYPE: SECURITIES				P	VAR	VAR
118,126.		118,400.					-274.	
		COMPANHIA STK RIGHTS REDEMPTION PROPERTY TYPE: SECURITIES				P	VAR	VAR
3.							3.	
		ASML OTHER LOSS - RETURN OF PRINCIPAL WO PROPERTY TYPE: SECURITIES				P	VAR	VAR
818.							818.	
		3 UNITS LB OFFSHORE DIVERSIFIED ARBITRAG				P	1/1/2009	5/21/2012

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PROPERTY TYPE: OTHER						
3,693.		2,822.					871.	
		US TRUST #021 (SEE ATTACHMENT)				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
1,880,729.		2,049,662.					-168,933.	
		US TRUST #021 (SEE ATTACHMENT)				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
2,130,296.		2,165,610.					-35,314.	
		7,777 SHS PROCTOR AND GAMBLE				D	1/31/2003	1/20/2012
		PROPERTY TYPE: SECURITIES						
515,605.		234,832.					280,773.	
		2,223 SHS PROCTOR AND GAMBLE				D	8/12/2003	1/20/2012
		PROPERTY TYPE: SECURITIES						
147,382.		69,517.					77,865.	
		8,640 SHS PROCTOR AND GAMBLE				D	8/12/2003	2/23/2012
		PROPERTY TYPE: SECURITIES						
561,026.		270,188.					290,838.	
		4,430 SHS PROCTOR AND GAMBLE				D	8/12/2003	3/16/2012
		PROPERTY TYPE: SECURITIES						
299,647.		138,534.					161,113.	
		1,575 SHS PROCTOR AND GAMBLE				D	8/12/2003	5/3/2012
		PROPERTY TYPE: SECURITIES						
99,955.		49,253.					50,702.	
		2,632 SHS PROCTOR AND GAMBLE				D	8/12/2003	9/24/2012
		PROPERTY TYPE: SECURITIES						
182,863.		82,307.					100,556.	
		US TRUST #6458 (SEE ATTACHMENT)				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
348,267.		335,728.					12,539.	
		US TRUST #6458 (SEE ATTACHMENT)				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
102,965.		89,756.					13,209.	
		US TRUST #6458 OTHER GAINS				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
909.							909.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		US TRUST #6458 OTHER GAINS PROPERTY TYPE: SECURITIES				P	VAR	VAR
19,472.		19,371.					101.	
		US TRUST #7473 (SEE ATTACHMENT) PROPERTY TYPE: SECURITIES				P	VAR	VAR
145.		119.					26.	
		US TRUST #7473 (SEE ATTACHMENT) PROPERTY TYPE: SECURITIES				P	VAR	VAR
29,560.		30,667.					-1,107.	
		US TRUST #7829 (SEE ATTACHMENT) PROPERTY TYPE: SECURITIES				P	VAR	VAR
53,114.		48,771.					4,343.	
		US TRUST #7829 (SEE ATTACHMENT) PROPERTY TYPE: SECURITIES				P	VAR	VAR
234,378.		192,389.					41,989.	
		US TRUST #7829 OTHER LOSS PROPERTY TYPE: SECURITIES				P	VAR	VAR
		251.					-251.	
		US TRUST #8335 (SEE ATTACHMENT) PROPERTY TYPE: SECURITIES				P	VAR	VAR
224,747.		230,343.					-5,596.	
		US TRUST #8335 (SEE ATTACHMENT) PROPERTY TYPE: SECURITIES				P	VAR	VAR
72,153.		77,709.					-5,556.	
TOTAL GAIN(LOSS)							916,835.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIELDPOINT #065	26.	26.
FIELDPOINT #388	4.	4.
FIELDPOINT #396	8.	8.
BARCLAYS	11.	11.
TOTAL	49.	49.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIELDPOINT #065 - DIVIDENDS	54,927.	54,927.
FIELDPOINT #388 - DIVIDENDS	6,944.	6,944.
FIELDPOINT #396 - DIVIDENDS	4,027.	4,027.
FIELDPOINT #396 - INTEREST	17.	17.
US TRUST #021 - DIVIDENDS	149,072.	149,072.
US TRUST #021 - INTEREST	17,952.	17,952.
US TRUST #458 - DIVIDENDS	20,679.	20,679.
US TRUST #473 - DIVIDENDS	2,787.	2,787.
US TRUST #829 - DIVIDENDS	37,570.	37,570.
US TRUST #335 - DIVIDENDS	6,886.	6,886.
K-1 POMONA - DIVIDENDS	604.	604.
K-1 POMONA - INTEREST	6.	6.
K-1 LAZARD - DIVIDENDS	220.	220.
K-1 POWERSHARES DB COMMODITY - INTEREST	38.	38.
TOTAL	301,729.	301,729.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME-JP MORGAN ALERIAN MLP INDEX	24,315.	24,315.
SECTION 1256 INCOME - K-1 POWERSHARES DB	2,342.	2,342.
ORDINARY LOSS- K-1 MAGELLAN	-108.	-108.
TOTALS	26,549.	26,549.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		2,027.	2,027.
	TOTALS	2,027.	2,027.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MANAGEMENT FEES	103,066.	103,066.
INVESTMENT FEES	190.	190.
CT CORPORATE BUSINESS FEE	692.	
DELAWARE FILING FEE	25.	
DEDUCTIONS FROM K-1	12,558.	12,558.
NONDEDUCTIBLE EXPENSES	1.	
TOTALS	116,532.	115,814.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIELDPOINT #065	1,355,013.	1,376,342.
FIELDPOINT #388	287,454.	332,314.
FIELDPOINT #396	112,919.	128,908.
US TRUST #021	5,221,707.	5,344,946.
US TRUST #473	189,936.	257,187.
US TRUST #458	1,034,238.	1,197,196.
US TRUST #829	630,377.	770,252.
US TRUST #8335	401,454.	451,575.
TOTALS	9,233,098.	9,858,720.

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
K-1 ALT FOCUS POMONA CAP SEC	449,188.	456,020.
B#982-LB OFFSH DIV ARBITRAGE	21,631.	28,145.
PTP LAZARD	4,774.	4,476.
PTP POWERSHS DB COMMODITY	107,060.	109,036.
GSO MEZZANINE (OFFSHORE)	71,652.	79,296.
TOTALS	654,305.	676,973.

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DIVIDEND RECEIVABLE	17,585.	17,585.
CAPITAL GAIN DISTRB RECEIVABLE	41,725.	41,725.
TOTALS	59,310.	59,310.

ATTACHMENT 9

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

THE FOUNDATION HAS CHANGED ITS NAME TO THE KILTS FAMILY FOUNDATION. FORMERLY IT WAS THE ATLAS HERITAGE FOUNDATION.

ATTACHMENT 10

FORM 990PF, PART VII-A, LINE 8B - EXPLANATION OF NON-FILING

DELAWARE HAS NO FILING REQUIREMENT.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
SANDRA M. KILTS C/O THE AYCO CO, LP - PO BOX 860 SARATOGA SPRINGS, NY 12866-0860	VP/SECRETARY - AS NEEDED	0	0	0
JAMES M. KILTS C/O THE AYCO CO, LP - PO BOX 860 SARATOGA SPRINGS, NY 12866-0860	PRESIDENT - AS NEEDED	0	0	0
JAMES M. KILTS, JR C/O THE AYCO CO, LP - PO BOX 860 SARATOGA SPRINGS, NY 12866-0860	DIRECTOR - AS NEEDED	0	0	0
SARAH KILTS C/O THE AYCO CO, LP - PO BOX 860 SARATOGA SPRINGS, NY 12866-0860	DIRECTOR - AS NEEDED	0	0	0
	GRAND TOTALS			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHMENT	NONE 501(C)(3)	GENERAL CHARITABLE PURPOSES	1,190,100.
		TOTAL CONTRIBUTIONS PAID	1,190,100.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: THE KILTS FAMILY FOUNDATION

Employer identification number: 13-4147482

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II.*

Part I — Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-156,616.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	445.
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-156,171.

Part II — Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,007,067.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	28.
9	Capital gain distributions	9	65,911.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	1,073,006.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-156,171.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			1,073,006.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			916,835.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of.
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover.*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

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SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: THE KILTS FAMILY FOUNDATION

Employer identification number: 13-4147482

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a NONDIVIDEND DISTRIBUTIONS	VAR	VAR	551.		551.
FIELDPOINT #388 (SEE ATTACHMENT)	VAR	VAR	19,551.	19,121.	430.
FIELDPOINT #396 (SEE ATTACHMENT)	VAR	VAR	11,839.	11,916.	-77.
US TRUST #021 (SEE ATTACHMENT)	VAR	VAR	1,880,729.	2,049,662.	-168,933.
US TRUST #6458 (SEE ATTACHMENT)	VAR	VAR	348,267.	335,728.	12,539.
US TRUST #6458 OTHER GAINS	VAR	VAR	19,472.	19,371.	101.
US TRUST #7473 (SEE ATTACHMENT)	VAR	VAR	145.	119.	26.
US TRUST #7829 (SEE ATTACHMENT)	VAR	VAR	53,114.	48,771.	4,343.
US TRUST #8335 (SEE ATTACHMENT)	VAR	VAR	224,747.	230,343.	-5,596.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -156,616.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2,840.909 SHS ROYCE PREMIER FUND INVSTMT CL	9/21/2010	8/28/2012	54,975.	49,394.	5,581.
FIELDPOINT #388 (SEE ATTACHMENT)	VAR	VAR	95,166.	75,577.	19,589.
240 SHS MAGELLAN MIDSTREAM PARTNERS LP - PTP	2/25/2011	7/25/2012	17,788.	13,035.	4,753.
FIELDPOINT #396 (SEE ATTACHMENT)	VAR	VAR	118,126.	118,400.	-274.
COMPANHIA STK RIGHTS REDEMPTION	VAR	VAR	3.		3.
ASML OTHER LOSS - RETURN OF PRINCIPAL WORTHLESS ST	VAR	VAR	818.		818.
3 UNITS LB OFFSHORE DIVERSIFIED ARBITRAGE FUN	1/1/2009	5/21/2012	3,693.	2,822.	871.
US TRUST #021 (SEE ATTACHMENT)	VAR	VAR	2,130,296.	2,165,610.	-35,314.
7,777 SHS PROCTOR AND GAMBLE	1/31/2003	1/20/2012	515,605.	234,832.	280,773.
2,223 SHS PROCTOR AND GAMBLE	8/12/2003	1/20/2012	147,382.	69,517.	77,865.
8,640 SHS PROCTOR AND GAMBLE	8/12/2003	2/23/2012	561,026.	270,188.	290,838.
4,430 SHS PROCTOR AND GAMBLE	8/12/2003	3/16/2012	299,647.	138,534.	161,113.
1,575 SHS PROCTOR AND GAMBLE	8/12/2003	5/3/2012	99,955.	49,253.	50,702.
2,632 SHS PROCTOR AND GAMBLE	8/12/2003	9/24/2012	182,863.	82,307.	100,556.
US TRUST #6458 (SEE ATTACHMENT)	VAR	VAR	102,965.	89,756.	13,209.
US TRUST #6458 OTHER GAINS	VAR	VAR	909.		909.
US TRUST #7473 (SEE ATTACHMENT)	VAR	VAR	29,560.	30,667.	-1,107.
US TRUST #7829 (SEE ATTACHMENT)	VAR	VAR	234,378.	192,389.	41,989.
US TRUST #7829 OTHER LOSS	VAR	VAR		251.	-251.
US TRUST #8335 (SEE ATTACHMENT)	VAR	VAR	72,153.	77,709.	-5,556.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 1,007,067.

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The Kilts Family Foundation (FKA The Atlas Heritage Foundation)
Grants Paid 2012

Date	Description	Address	Amount
01/19/2012	Knox College	Galesburg, IL 61401	15,000 00
02/02/2012	Knox College	Galesburg, IL 61401	25,000 00
02/07/2012	The Ayn Rand Institute	Irvine, CA 92606	10,000 00
02/07/2012	St John's Evangelical Lutheran Church	Mamaroneck, NY 10543	5,000 00
02/16/2012	University of Chicago	Chicago, IL 60637	25,000 00
02/24/2012	Clemson University	Clemson, SC 29633	42,500 00
03/07/2012	Greenwich Hospital	Greenwich, CT 06830	10,000 00
03/07/2012	George Mason University - Mercatus Center	Fairfax, VA 22030	100,000 00
06/21/2012	The Fresh Air Fund	New York, NY 10017	1,000 00
06/21/2012	Westchester Land Trust	Bedford Hills, NY 10507	2,500 00
07/17/2012	Yankee Institute for Public Policy Studies Inc	East Hartford, CT 06108	100 00
07/26/2012	American Enterprise Institute for Public Policy Research	Washington, DC 20036	5,000 00
08/16/2012	Cato Institute	Washington, DC 20001	22,500 00
09/12/2012	Weill Cornell Medical College	New York, NY 10065	25,000 00
12/04/2012	University of Chicago	Chicago, IL 60637	600,000 00
12/04/2012	Cato Institute	Washington, DC 20001	100,000 00
12/04/2012	Weill Cornell Medical College	New York, NY 10065	200,000 00
12/04/2012	Wild Salmon Center	Portland, OR 97209	500 00
12/05/2012	International Rescue Committee	New York, NY 10168	1,000 00
	Total Donations		1,190,100 00

All contributions were made to the general purpose fund of 501(C)(3) Public Charitable Organizations.

CERTIFICATE OF AMENDMENT

OF

THE CERTIFICATE OF INCORPORATION

OF

THE ATLAS HERITAGE FOUNDATION

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

* * * * *

The Atlas Heritage Foundation, a Delaware corporation (hereinafter called the "**Corporation**"), does hereby certify as follows:

1. Article FIRST of the Corporation's Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

> "FIRST: *Name.* The name of the corporation is The Kilts Family Foundation (hereinafter the "**Corporation**")."

2. The foregoing amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on this 26 day of October, 2012.

THE ATLAS HERITAGE
FOUNDATION

By: James M. Kilts
Name: James M. Kilts
Title: President

CONSENT IN LIEU OF

MEETING OF THE BOARD OF DIRECTORS

OF

THE ATLAS HERITAGE FOUNDATION

* * * * *

The undersigned, being all of the directors of The Atlas Heritage Foundation, a Delaware nonprofit, non-stock corporation (the "**Corporation**"), hereby unanimously consent to and adopt, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "**DGCL**"), the following resolutions:

WHEREAS, the board of directors has determined that it is advisable and in the best interests of the Corporation to change the name of the Corporation to The Kilts Family Foundation (the "**Name Change**");

NOW, THEREFORE, IT IS:

RESOLVED, that the Name Change be, and hereby is, approved and adopted;

RESOLVED, that the Board of Directors recommends that the Founding Members of the Corporation approve the Name Change and directs that such matter be submitted to the Founding Members for their approval; and

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized on behalf of the Corporation to take any and all actions, to execute and deliver any and all documents, agreements and instruments and to take any and all steps deemed by any such officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions, and all actions heretofore taken by any of them in furtherance thereof are hereby ratified and confirmed in all respects.

* * * * *

These actions taken by this Consent shall have the same force and effect as if taken at a meeting of the Board of Directors of the Corporation, duly called and constituted pursuant to the DGCL. This consent may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of this 26 day of October, 2012.

James M. Kilts

James M. Kilts, Director

Sandra M. Kilts, Director

James M. Kilts Jr

James M. Kilts, Jr., Director

CONSENT IN LIEU OF

MEETING OF MEMBERS

OF

THE ATLAS HERITAGE FOUNDATION

* * * * *

The undersigned, being the sole Founding Member of The Atlas Heritage Foundation, a Delaware nonprofit, non-stock corporation (the "**Corporation**"), hereby consents to and adopts, pursuant to Section 228(b) of the General Corporation Law of the State of Delaware (the "**DGCL**"), the following resolutions:

WHEREAS, the board of directors has determined that it is advisable and in the best interests of the Corporation to change the name of the Corporation to The Kilts Family Foundation (the "**Name Change**") and has directed that the Name Change be submitted to the Founding Members of the Corporation for approval and adoption; and

WHEREAS, in connection with the Name Change, the sole Founding Member has determined that it is in the best interests of the Corporation to amend and restate the By-Laws of the Corporation in its entirety in the form attached as Exhibit A hereto (the "**Amended and Restated By-Laws**");

NOW, THEREFORE, IT IS:

RESOLVED, that the Name Change, and the transactions contemplated thereby be, and each of them hereby is, approved and adopted; and

RESOLVED, that the Amended and Restated Bylaws are approved and adopted as the Amended and Restated By-Laws of the Corporation.

* * * * *

The action taken by this consent shall have the same force and effect as if taken at a meeting of Founding Members of the Corporation, duly called and constituted pursuant to the DGCL.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of this 26 day of October, 2012.

James M. Kilts
James M. Kilts, Founding Member