Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: THE LOUIS FEINBERG FOUNDATION(CORP.)

A Employer identification number: 13-7135427

Number and street (or P O box number if mail is not delivered to street address): C/O BT & CO., LLP ONE PENN PLAZA — Room/suite: 5335

B Telephone number: 212-869-8762

City or town, state, and ZIP code: NEW YORK, NY 10119

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: [X] 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) ▶$ 3,721,933.

J Accounting method: [X] 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).)

	Line	(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	109,738.	109,738.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	93,494.			
	b Gross sales price for all assets on line 6a 7,586,489.				
	7 Capital gain net income (from Part IV, line 2)		93,494.		
	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)				
	11 Other income	8,345.	8,345.		STATEMENT 2
	12 Total. Add lines 1 through 11	211,577.	211,577.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	160,000.	106,672.		53,328.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	952.	762.		190.
	b Accounting fees STMT 4	25,000.	20,000.		5,000.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	13,073.	8,715.		4,358.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	15,939.	15,537.		402.
	24 Total operating and administrative expenses. Add lines 13 through 23	214,964.	151,686.		63,278.
	25 Contributions, gifts, grants paid	162,950.			162,950.
	26 Total expenses and disbursements. Add lines 24 and 25	377,914.	151,686.		226,228.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-166,337.			
	b Net investment income (if negative, enter -0-)		59,891.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	473,343.	1,118,219.	1,118,219.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	2,393,746.	2,066,562.	2,098,979.
	c Investments - corporate bonds STMT 8	973,408.	481,531.	504,735.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	10,179.	0.	0.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,850,676.	3,666,312.	3,721,933.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	5,912,528.	5,912,528.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-2,061,852.	-2,246,216.	
	30 **Total net assets or fund balances**	3,850,676.	3,666,312.	
	31 **Total liabilities and net assets/fund balances**	3,850,676.	3,666,312.	

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	3,850,676.
2	Enter amount from Part I, line 27a	2	-166,337.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,684,339.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED GAINS AND LOSSES	5	18,027.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,666,312.

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				
b	SEE ATTACHED STATEMENTS			
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	7,586,489.		7,492,995.	93,494.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				93,494.

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** 93,494.

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).
If (loss), enter -0- in Part I, line 8 . . **3** N/A

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	200,802.	3,869,456.	.051894
2010	197,115.	4,224,536.	.046660
2009	119,150.	3,865,014.	.030828
2008	234,402.	3,794,297.	.061777
2007	269,905.	5,839,688.	.046219

2	Total of line 1, column (d)	2	.237378
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	.047476
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,547,852.
5	Multiply line 4 by line 3	5	168,438.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	599.
7	Add lines 5 and 6	7	169,037.
8	Enter qualifying distributions from Part XII, line 4	8	226,228.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	599.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	599.
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	599.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 5,934.		
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	5,934.
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	5,335.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 5,335. **Refunded** ▶		11	0.

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 definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
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? N/A	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) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ BUCHBINDER TUNICK AND CO., LLP Telephone no. ▶ 2126955003

Located at ▶ ONE PENN PLAZA, STE 5335, NEW YORK, NY ZIP+4 ▶ 10119

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 N/A

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

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

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)? N/A	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.) N/A	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.)* N/A	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)? ☐ 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)? N/A | 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? N/A ☐ Yes ☐ No

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

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

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

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
JOEL WEISS C/O BT & CO., LLP, ONE PENN PLAZA ,S NEW YORK, NY 10119	DIRECTOR 40.00	40,000.	0.	0.
VICKY WEINER C/O BT & CO., LLP, ONE PENN PLAZA, S NEW YORK, NY 10119	DIRECTOR 40.00	40,000.	0.	0.
OWEN SCHWARTZ C/O BT & CO., LLP, ONE PENN PLAZA, S NEW YORK, NY 10119	DIRECTOR 40.00	40,000.	0.	0.
STACY TRUPPNER C/O BT & CO., LLP, ONE PENN PLAZA ,S NEW YORK, NY 10119	DIRECTOR 40.00	40,000.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,005,480.
b	Average of monthly cash balances	1b	596,400.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,601,880.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,601,880.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	54,028.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,547,852.
6	**Minimum investment return.** Enter 5% of line 5	6	177,393.

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	177,393.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 599.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	599.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	176,794.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	176,794.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	176,794.

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	226,228.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	226,228.
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	5	599.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	225,629.

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				176,794.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			169,491.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 226,228.				
a Applied to 2011, but not more than line 2a			169,491.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				56,737.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				120,057.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

JOEL WEISS, 212-695-5003
C/O CARRERA CASTING CORP., 64 WEST 48TH ST., NEW YORK, NY 10036

b The form in which applications should be submitted and information and materials they should include:

BY LETTER, SPECIFYING THE USE TO WHICH THE FUNDS WILL BE PUT

c Any submission deadlines:

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

STRICTLY BASED ON THE DISCRETION OF THE TRUSTEES.

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				
ALZHEIMERS ASSOCIATION 360 LEXINGTON AVE - 4TH FL NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL	1,500.
AMERICAN CANCER FOUNDATION 132 WEST 32ND ST NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL	10,500.
AMERICAN JEWISH COMMITTEE 165 EAST 56TH STREET NEW YORK, NY 10022	NONE	PUBLIC CHARITY	GENERAL	650.
BEN BAY KIWANIS 585 N. GANNON AVE STATEN ISLAND, NY 10314	NONE	PUBLIC CHARITY	GENERAL	12,500.
STRUTT YOUR MUTT 5001 ANGEL CANYON ROAD KANAB, UT 84741	NONE	PUBLIC CHARITY	GENERAL	2,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	162,950.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (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
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	109,738.	
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			14	8,345.	
8 Gain or (loss) from sales of assets other than inventory			18	93,494.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		211,577.	0.

13 Total. Add line 12, columns (b), (d), and (e) ... 13 211,577.

(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).
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	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	

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
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 12/22/13 Title: DIRECTOR

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
HARRY WENDROFF, CPA	[signature]	7/20/13		P00292868
Firm's name ▶ BUCHBINDER TUNICK & CO. LLP				Firm's EIN ▶ 13-1578842
Firm's address ▶ ONE PENN PLAZA NEW YORK, NY 10119-0219				Phone no. 212-695-5003

Form 990-PF (2012)

223622
12-05-12

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	STATEMENT AA	P	VARIOUS	12/31/12
b	STATEMENT AA	P	VARIOUS	12/31/12
c	STATEMENT BB	P	VARIOUS	12/31/12
d	STATEMENT CC	P	VARIOUS	12/31/12
e	DISPOSITION OF MAIDEN CAPITAL INVESTMENT	P	VARIOUS	12/31/12
f	STATEMENT DD	P	VARIOUS	12/31/12
g	STATEMENT DD	P	VARIOUS	12/31/12
h	STATEMENT EE	P	VARIOUS	12/31/12
i	STATEMENT EE	P	VARIOUS	12/31/12
j	FROM ENTERPRISE K-1		VARIOUS	12/31/12
k	SECTION 1231 LOSS FROM ENTERPRISE K-1		VARIOUS	12/31/12
l	STATEMENT FF	P	VARIOUS	12/31/12
m	STATEMENT FF	P	VARIOUS	12/31/12
n	ADJUSTMENT DUE TO DISPOSITION OF ENTERPRISE PRODU	P	VARIOUS	12/31/12
o	CAPITAL GAINS DIVIDENDS			

	(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	122,298.		126,194.	-3,896.
b	253,174.		254,344.	-1,170.
c	793,463.		794,811.	-1,348.
d	727,305.		714,703.	12,602.
e			80,693.	-80,693.
f	66,242.		64,171.	2,071.
g	72,545.		66,167.	6,378.
h	312,914.		307,432.	5,482.
i	156,188.		156,005.	183.
j	573.			573.
k			20.	-20.
l	4,417,184.		4,301,490.	115,694.
m	657,595.		626,965.	30,630.
n	863.			863.
o	6,145.			6,145.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				-3,896.
b				-1,170.
c				-1,348.
d				12,602.
e				-80,693.
f				2,071.
g				6,378.
h				5,482.
i				183.
j				573.
k				-20.
l				115,694.
m				30,630.
n				863.
o				6,145.

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	93,494.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

STATEMENT AA

Close Date	Rec type	Open Date	Security	Shares Sold	Proceeds	Cost	ST Gain/Loss	LT Gain/Loss	Trading Method	Settled
2/2/2012		6/29/2011	BLACKROCK GLOBAL ALLOCATION (MALOX)	1,365 281	26,380 53	27,415 87	(1,035 34)			2/3/2012
5/17/2012		3/8/2012	JP MORGAN CHASE & CO (JPM)	154	5,291 04	6,226 83	(935 79)			5/22/2012
10/25/2012		3/29/2012	WISDOMTREE EMERGING MARKETS (DEM)	198	10,556 33	11,240 14	(683 81)			10/31/2012
8/6/2012		3/8/2012	JP MORGAN CHASE & CO (JPM)	154	5,609 52	6,226 83	(617 31)			8/9/2012
1/3/2012		7/12/2011	PIMCO TOTAL RETURN FD CL D (PTTDX)	1,944 139	21,113 35	21,463 30	(349 95)			1/4/2012
4/23/2012		2/22/2012	ALERIAN MLP ETF (AMLP)	677	11,233 42	11,571 09	(337 67)			4/26/2012
3/29/2012		2/2/2012	VANGUARD INTERMEDIATE-TERM (BIV)	228	19,825 38	20,105 23	(279 85)			4/3/2012
12/20/2012		8/16/2012	MERCK & CO INC (MRK)	144	6,085 94	6,331 04	(245 10)			12/26/2012
8/2/2012		2/8/2012	ISHARES MORNINGSTAR MID (JKH)	52.	5,208 05	5,427 39	(219 34)			8/7/2012
4/23/2012		2/2/2012	ALERIAN MLP ETF (AMLP)	1,614	26,780 99	26,942 10	(161 11)			4/26/2012
8/2/2012		2/22/2012	ISHARES MORNINGSTAR MID (IKH)	22.	2,203 41	2,323 94	(120 53)			8/7/2012
5/2/2012		2/22/2012	PHILLIPS 66 (PSX)	34	1,083 20	1,156 57	(73 37)			5/7/2012
8/6/2012		6/1/2012	JP MORGAN CHASE & CO (JPM)	29	1,056 34	1,114 83	(58 49)			8/9/2012
7/31/2012		8/11/2011	BLACKROCK GLOBAL ALLOCATION (MALOX)	157 211	2,975 87	3,000 00	(24 13)			8/1/2012
10/25/2012		2/22/2012	CONOCOPHILLIPS (COP)	68	3,876 93	3,892 26	(15 33)			10/30/2012
5/2/2012		2/2/2012	PHILLIPS 66 (PSX)	98	3,122 15	3,136 02	(13 87)			5/7/2012
6/19/2012		6/27/2011	SPDR S&P DIVIDEND ETF (SDY)	2	103 79	105 67	(1 88)			6/22/2012
5/1/2012		2/2/2012	PHILLIPS 66 (PSX)	0 5	15 24	16 00	(0 76)			5/4/2012
6/19/2012	Wash Sale Adj	6/1/2012	SPDR S&P DIVIDEND ETF (SDY)	2		(1 88)	1 88			6/22/2012
12/10/2012		8/14/2012	SPDR SSGA GLOBAL ALLOCATION (GAL)	29	885 75	868 08	17 67			12/13/2012
6/19/2012		2/2/2012	CONOCOPHILLIPS (COP)	14	772 63	753 84	18 79			6/22/2012
3/29/2012		6/30/2011	FIRST EAGLE GLOBAL FD (SGIIX)	265 201	12,984 11	12,949 57	34 54			3/30/2012
12/20/2012		6/19/2012	WAL-MART STORES INC (WMT)	59	4,059.46	4,012 04	47 42			12/26/2012
10/16/2012		6/19/2012	GLOBAL X MLP ETF (MLPA)	53	805 01	742 33	62 68			10/19/2012
7/31/2012		10/19/2011	BLACKROCK GLOBAL ALLOCATION (MALOX)	397 38	7,522 05	7,423 21	98 84			8/1/2012
7/31/2012		6/1/2012	BLACKROCK GLOBAL ALLOCATION (MALOX)	209 094	3,957 97	3,825 33	132 64			8/1/2012
10/25/2012		6/19/2012	WISDOMTREE EMERGING MARKETS (DEM)	199	10,609 64	10,473 05	136 59			10/31/2012
10/16/2012		2/2/2012	VANGUARD INTERMEDIATE-TERM (BIV)	83	7,477 61	7,319 01	158 60			10/19/2012
5/17/2012	Wash Sale Adj	6/1/2012	JP MORGAN CHASE & CO (JPM)	29		(176 22)	176 22			5/22/2012
12/20/2012		6/1/2012	WAL-MART STORES INC (WMT)	61	4,197 07	4,010 81	186 26			12/26/2012
8/2/2012		6/1/2012	ISHARES MORNINGSTAR MID (JKH)	90	9,013 94	8,589 49	424 45			8/7/2012
2/2/2012	Wash Sale Adj	2/22/2012	BLACKROCK GLOBAL ALLOCATION (MALOX)	576 287		(437 02)	437 02			2/3/2012
10/25/2012		2/2/2012	CONOCOPHILLIPS (COP)	183.	10,433 51	9,853.73	579 78			10/30/2012
10/25/2012		6/1/2012	CONOCOPHILLIPS (COP)	123	7,012 69	6,292 06	720 63			10/30/2012
10/25/2012		2/2/2012	SPDR S&P DIVIDEND ETF (SDY)	363	20,921 32	20,151 53	769.79			10/30/2012
1/9/2012			MORGAN ST DE 5 625% 01/09/2012 (61746BCV	50,000	50,000 00	50,000 00		0 00		1/9/2012
2/2/2012		5/24/2007	BLACKROCK INTERNATIONAL GRO (BGY)	1,000	8,221 94	17,136 93		(8,914 99)		2/7/2012
6/1/2012		12/15/2009	DOMINION RESOURCES INC (D)	250	12,969 35	9,957 25		3,012 10		6/6/2012
6/1/2012		12/15/2009	DUKE ENERGY CORP (DUK)	400.	8,934 78	7,171 84		1,762 94		6/6/2012
6/1/2012		12/15/2009	DUKE ENERGY CORP (DUK)	150	3,350 54	2,680 45		670 09		6/6/2012
7/31/2012		6/29/2011	BLACKROCK GLOBAL ALLOCATION (MALOX)	865 661	16,386 20	17,383 13		(996 93)		8/1/2012

STATEMENT AA

Close Date	Rec type	Open Date	Security	Shares Sold	Proceeds	Cost	ST Gain/Loss	LT Gain/Loss	Trading Method	Settled
7/31/2012		2/22/2012	BLACKROCK GLOBAL ALLOCATION (MALOX)	576 287	10,908 60	11,790 83		(882 23)		8/1/2012
10/25/2012		6/27/2011	SPDR S&P DIVIDEND ETF (SDY)	96	5,532 91	5,072 29		460 62		10/30/2012
10/25/2012		8/11/2011	SPDR S&P DIVIDEND ETF (SDY)	104	5,993 99	5,000 94		993 05		10/30/2012
			Total.		375,472.55	380,537 73	(1,169 83)	(3,895 35)		
				ST	253,174 24	254,344 07	(1,169 83)			
				LT	122,298 31	126,193 66		(3,895 35)		

STATEMENT BB

Close Date	Rec type	Open Date	Security	Shares Sold	Proceeds	Cost	ST Gain/Loss	LT Gain/Loss	Trading Method	Settled
7/2/2012		5/1/2012	ISHARES LEHMAN 3-7 YEAR TRE (IEI)	378	46,523 19	46,210 42	312 77			7/6/2012
9/4/2012		8/1/2012	ISHARES LEHMAN 3-7 YEAR TRE (IEI)	313	38,667 93	38,649 24	18 69			9/7/2012
4/2/2012		2/17/2012	ISHARES CORE S&P MID-CAP ET (IJH)	470	46,844 20	46,213 11	631 09			4/5/2012
10/1/2012		9/4/2012	ISHARES CORE S&P MID-CAP ET (IJH)	437	43,037 59	43,059 88	(22 29)			10/4/2012
5/1/2012		3/1/2012	ISHARES CORE S&P 500 ETF (IVV)	332	46,858 43	45,928 01	930 42			5/4/2012
8/1/2012		7/2/2012	ISHARES CORE S&P 500 ETF (IVV)	14	1,939 56	1,919 67	19 89			8/6/2012
9/4/2012		7/2/2012	ISHARES CORE S&P 500 ETF (IVV)	328	46,456 25	44,975 23	1,481 02			9/7/2012
11/1/2012		10/1/2012	ISHARES CORE S&P 500 ETF (IVV)	299	42,835 19	43,546 27	(711 08)			11/6/2012
3/1/2012		2/17/2012	ISHARES RUSSELL 2000 INDEX (IWM)	559	45,489 44	46,239 46	(750 02)			3/6/2012
5/1/2012		4/2/2012	ISHARES RUSSELL 2000 INDEX (IWM)	566	46,048 92	47,508 14	(1,459 22)			5/4/2012
8/1/2012		7/2/2012	ISHARES RUSSELL 2000 INDEX (IWM)	588	45,209 84	47,386 33	(2,176 49)			8/6/2012
11/1/2012		9/4/2012	ISHARES RUSSELL 2000 INDEX (IWM)	524	43,153 64	43,086 20	67 44			11/6/2012
4/2/2012		2/17/2012	ULTRA MIDCAP400 PROSHARES (MVV)	285	20,390 65	19,803 07	587 58			4/5/2012
10/1/2012		9/4/2012	ULTRA MIDCAP400 PROSHARES (MVV)	322	22,259 18	22,191 42	67 76			10/4/2012
7/2/2012		5/1/2012	ISHS LEHMAN 1 3 YER TREAS B (SHY)	547	46,143 88	46,194 04	(50 16)			7/6/2012
5/1/2012		3/1/2012	ULTRA S&P500 PROSHARES (SSO)	354	20,551 63	19,730 94	820 69			5/4/2012
9/4/2012		7/2/2012	ULTRA S&P500 PROSHARES (SSO)	368	21,462 40	20,222 32	1,240 08			9/7/2012
11/1/2012		10/1/2012	ULTRA S&P500 PROSHARES (SSO)	362	21,708 76	22,511.73	(802 97)			11/6/2012
7/2/2012		5/1/2012	PROSHARES ULTRA 7-10 YEAR T (UST)	736	41,911 63	39,588 39	2,323 24			7/6/2012
9/4/2012		8/1/2012	PROSHARES ULTRA 7-10 YEAR T (UST)	464	26,632 70	26,782 47	(149 77)			9/7/2012
3/1/2012		2/17/2012	ULTRA RUSSELL2000 PROSHARES (UWM)	454	19,143 42	19,807 30	(663 88)			3/6/2012
5/1/2012		4/2/2012	ULTRA RUSSELL2000 PROSHARES (UWM)	453	19,111 62	20,373 93	(1,262 31)			5/4/2012
8/1/2012		7/2/2012	ULTRA RUSSELL2000 PROSHARES (UWM)	498	18,646 96	20,554 48	(1,907 52)			8/6/2012
10/1/2012		9/4/2012	ULTRA RUSSELL2000 PROSHARES (UWM)	17	746 67	728 59	18 08			10/4/2012
11/1/2012		9/4/2012	ULTRA RUSSELL2000 PROSHARES (UWM)	504	21,689 21	21,600 40	88 81			11/6/2012
			Total		793,462 89	794,811 04	(1,348 15)			

STATEMENT CC

Quantity	Security Description Date of Acquisition	Date of Sale	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
25,000 00	GOLDMAN SACHS GRO 6.60% 12	4/17/2009	1/17/2012	25,000 00	25,000	0 00 LT
1,068 00	CIT GROUP INC 7 00% 15	11/22/2004	1/23/2012	1,068 00	1,020 14	47 86 LT
1,781 00	CIT GROUP INC 7 00% 16	11/22/2004	3/9/2012	947 29	866 52	80 77 LT
2,493 00	CIT GROUP INC 7 00% 17	11/22/2004	3/9/2012	2,493 00	2,380 32	112 68 LT
25,000 00	JOHN DEERE CAP 700% 2012	4/17/2009	3/15/2012	25,000 00	25,000 00	0 00 LT
25,000 00	BELLSOUTH CORP 5 20% 2014	8/10/2009	4/5/2012	27,269 25	26,073 69	1,195 56 LT
25,000 00	BELLSOUTH CORP 4 75% 2012	4/13/2009	4/5/2012	25,520 00	25,212 43	307 57 LT
25,000 00	DIAGEO CAP PLC 5.50% 2016	8/10/2009	4/5/2012	29,074 75	26,105.07	2,969 68 LT
25,000 00	E I. DU PONT DE N 4.87% 14	8/10/2009	4/5/2012	27,013.00	25,846 20	1,166 80 LT
25,000 00	ELI LILLY & CO 5 20% 2017	8/10/2009	4/5/2012	29,087.75	26,269 02	2,818 73 LT
24	BLACKROCK INTL GROWTH &	3/13/2008	3/30/2012	186	350	-164.00 LT
1	BLACKROCK INTL GROWTH &	1/20/2009	3/30/2012	7 73	14	-6 27 LT
1	BLACKROCK INTL GROWTH &	1/20/2009	3/30/2012	7.73	7 81	-0 08 LT
1	BLACK ROCK INTL GROWTH &	4/17/2009	3/30/2012	7 73	7 33	0 40 LT
1	BLACK ROCK INTL GROWTH &	7/6/2009	3/30/2012	7.73	9 73	-2.00 LT
1	BLACK ROCK INTL GROWTH &	10/5/2009	3/30/2012	7.73	8.51	-0.78 LT
1	BLACK ROCK INTL GROWTH &	10/5/2009	3/30/2012	7 73	11.29	-3 56 LT
1	BLACKROCK INTL GROWTH &	1/6/2010	3/30/2012	7.73	11.1	-3 37 LT
1	BLACK ROCK INTL GROWTH &	4/6/2010	3/30/2012	7 73	10 91	-3 18 LT
1	BLACKROCK INTL GROWTH &	7/14/2010	3/30/2012	7 73	10 74	-3 01 LT
1	BLACKROCK INTL GROWTH &	7/14/2010	3/30/2012	7 73	8 95	-1 22 LT
1	BLACKROCK INTL GROWTH &	10/6/2010	3/30/2012	7 73	10 18	-2.45 LT
1	BLACKROCK INTL GROWTH &	1/19/2011	3/30/2012	7 74	10 14	-2 40 LT
15,000.00	IBM CORP 4 75%NOV29 12	11/22/2004	11/29/2012	15,000 00	15,000 00	0 00 LT
25,000 00	BELLSOUTH CORP 5 20% 2014 CXL	8/10/2009	4/5/2012	27,269.25	26,073 69	-1,195 56 LT
25,000 00	BELLSOUTH CORP 5 20% 2014	8/10/2009	4/5/2012	27,269 25	26,073 69	1,195 56 LT
25,000 00	BELLSOUTH CORP 4 75% 2012 CXL	4/13/2009	4/5/2012	25,520 00	25,212 43	-307 57 LT
25,000 00	BELLSOUTH CORP 4 75% 2012	4/13/2009	4/5/2012	25,520 00	25,212 43	307.57 LT
25,000 00	DIAGEO CAP PLC 5.50% 2016 CXL	8/10/2009	4/5/2012	29,074 75	26,105 07	-2,969.68 LT
25,000 00	DIAGEO CAP PLC 5.50% 2016	8/10/2009	4/5/2012	29,074 75	26,105 07	2,969 68 LT
25,000 00	E.I. DU PONT DE N 4 87% 14 CXL	8/10/2009	4/5/2012	27,013 00	25,846 20	-1,166 80 LT
25,000 00	E I DU PONT DE N 4 87% 14	8/10/2009	4/5/2012	27,013 00	25,846 20	1,166 80 LT
25,000 00	ELI LILLY & CO 5.20% 2017 CXL	8/10/2009	4/5/2012	29,087 75	26,269 02	-2,818 73 LT
25,000 00	ELI LILLY & CO 5 20% 2017	8/10/2009	4/5/2012	29,087 75	26,269 02	2,818 73 LT
15,000 00	KRAFT FOODS INC 5 25% 2013 CXL	11/22/2004	4/5/2012	15,874 35	15,127 14	-747 21 LT
15,000 00	KRAFT FOODS INC 5 25% 2013	11/22/2004	4/5/2012	15,874 35	15,127 14	747 21 LT
15,000.00	KRAFT FOODS INC 5 25% 2013	11/22/2004	4/5/2012	15,874 35	15,127 14	747 21 LT
25,000.00	LOWE'S COMPANIES 5 40% 16 CXL	8/10/2009	4/5/2012	28,934 00	26,472 23	-2,461 77 LT
25,000.00	LOWE'S COMPANIES 5.40% 16	8/10/2009	4/5/2012	28,934 00	26,472 23	2,461 77 LT
25,000.00	LOWE'S COMPANIES 5 40% 16	8/10/2009	4/5/2012	28,934 00	26,472 23	2,461 77 LT
25,000 00	USD DIAGEO CAP PL 5.20% 13 CXL	4/17/2009	4/5/2012	25,864 50	25,293 11	-571.39 LT
250,000.00	USD DIAGEO CAP PL 5.20% 13	4/17/2009	4/5/2012	25,864 50	25,293.11	571 39 LT
25,000 00	USD DIAGEO CAP PL 5.20% 13	4/17/2009	4/5/2012	25,864 50	25,293 11	571 39 LT
10,000 00	CATERPILLAR INC CXL	8/10/2009	4/5/2012	10,535 10	10,220.78	-314.32 LT
10,000 00	CATERPILLAR INC	8/10/2009	4/5/2012	10,535 10	10,220 78	314 32 LT
10,000 00	CATERPILLAR INC	8/10/2009	4/5/2012	10,535 00	10,221 00	314 00 LT
			TOTAL	**727,305.06**	**714,703**	**12,602.10** LT

STATEMENT DD

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
10	TYCO INTL LTD NAMEN-AKT CXL	2/16/2007	4/14/2011	519 78	505.14	-14.64 LT
10	TYCO INTL LTD NAMEN-AKT	2/16/2007	4/14/2011	519.78	507.5	12.28 LT
6	TYCO INTL LTD NAMEN-AKT CXL	2/16/2007	6/17/2011	281.52	303.09	21.57 LT
6	TYCO INTL LTD NAMEN-AKT	2/16/2007	6/17/2011	281.52	304 5	-22.98 LT
11	TYCOINTLLTDNAMEN-AKT CXL	2/16/2007	9/16/2011	487 4	555.66	68.26 LT
11	TYCO INTL LTD NAMEN-AKT	2/16/2007	9/16/2011	487 4	558.26	-70.86 LT
3	TYCO INTL LTD NAMEN-AKT CXL	3/5/2007	9/16/2011	132.92	143 81	10.89 LT
3	TYCO INTL LTD NAMEN-AKT	3/5/2007	9/16/2011	132.92	144 51	-11 59 LT
2	TYCO INTL LTD NAMEN-AKT CXL	3/19/2007	9/16/2011	88.61	99 09	10.48 LT
2	TYCO INTL LTD NAMEN-AKT	3/19/2007	9/16/2011	88.61	99 56	-10.95 LT
1	TYCO INTL LTD NAMEN-AKT CXL	3/30/2007	9/16/2011	44 3	49.73	5 43 LT
1	TYCO INTL LTD NAMEN-AKT	3/30/2007	9/16/2011	44.3	49.96	-5.66 LT
1	TYCOINTLLTDNAMEN-AKT CXL	3/30/2007	9/16/2011	44.3	49.36	5 06 LT
1	TYCO INTL LTD NAMEN-AKT	3/30/2007	9/16/2011	44.3	49.59	-5.29 LT
1	TYCO I NTL LTD NAMEN-AKT CXL	5/10/2007	9/16/2011	44.3	50.72	6.42 LT
1	TYCO I NTL LTD NAMEN-AKT	5/10/2007	9/16/2011	44.3	50.95	-6.65 LT
1	TYCO I NTL LTD NAMEN-AKT CXL	5/10/2007	9/16/2011	44.3	51.16	6.86 LT
1	TYCO INTL LTD NAMEN-AKT	5/10/2007	9/16/2011	44 3	51.39	-7 09 LT
7	TYCOINTLLTDNAMEN-AKT CXL	6/20/2007	9/16/2011	310.16	363 94	53.78 LT
7	TYCOINTLLTDNAMEN-AKT	6/20/2007	9/16/2011	310.16	365 59	-55 43 LT
16	TYCO INTL LTD NAMEN-AKT CXL	11/5/2007	9/16/2011	708 95	670 75	-38 2 LT
16	TYCO INTL LTD NAMEN-AKT	11/5/2007	9/16/2011	708.95	674.53	34.42 LT
5	TYCO INTL LTD NAMEN-AKT CXL	12/13/2007	9/16/2011	221.55	210.49	-11 06 LT
5	TYCOINTLLTDNAMEN-AKT	12/13/2007	9/16/2011	221.55	211.67	9 88 LT
26	TYCO INTL LTD NAMEN-AKT CXL	12/27/2007	9/16/2011	1,152 06	1,057.95	-94.11 LT
26	TYCO INTL LTD NAMEN-AKT	12/27/2007	9/16/2011	1,152.06	1,064.09	87.97 LT
18	TYCO INTL LTD NAMEN-AKT CXL	9/17/2008	9/16/2011	797.57	723.15	-74.42 LT
18	TYCO I NTL LTD NAMEN-AKT	9/17/2008	9/16/2011	797.57	727.4	70.17 LT
1	TYCO I NTL LTD NAMEN-AKT CXL	5/18/2009	9/16/2011	44.31	27.01	-17.3 LT
1	TYCO I NTL LTD NAMEN-AKT	5/18/2009	9/16/2011	44.31	27.24	17.07 LT
3	TYCO INTL LTD NAMEN-AKT CXL	6/23/2009	9/16/2011	132.93	79.19	-53.74 LT
3	TYCOINTLLTDNAMEN-AKT	6/23/2009	9/16/2011	132 93	79 89	53.04 LT
4	TYCO INTL LTD NAMEN-AKT CXL	7/30/2009	9/16/2011	177 25	121 51	-55 74 LT
4	TYCO I NTL LTD NAMEN-AKT	7/30/2009	9/16/2011	177.25	122.45	54 8 LT
99	AMN ELEC POWER CO	2/16/2007	2/29/2012	3,727.28	4,524 30	-797.02 LT
5	AMN ELEC POWER CO	4/18/2007	2/29/2012	188.24	247.77	-59.53 LT
14	AMN ELEC POWER CO	6/4/2008	2/29/2012	527 09	602 62	-75.53 LT
111	MONDELEZ INTERNATIONAL	2/16/2007	10/3/2012	3096.5	2,499.41	597 09 LT
28	MONDELEZ INTERNATIONAL	3/30/2007	10/3/2012	781.09	570.46	210 63 LT
2	MONDELEZ INTERNATIONAL	9/9/2009	10/3/2012	55.79	34 53	21.26 LT
8	MONDELEZ INTERNATIONAL	9/15/2009	10/3/2012	223 17	135 65	87.52 LT
9	MONDELEZ INTERNATIONAL	9/30/2009	10/3/2012	251.07	152.55	98.52 LT
100	PRUDENTIAL FINANCIAL INC	9/16/2011	10/22/2012	5,834 20	5,101 42	732 78 LT
74	RAYTHEON CO DELAWARE NEW	9/16/2011	10/2/2012	4,074.35	3,102.08	972.27 LT
133	RPM INTERNATIONAL INC	9/16/2011	10/3/2012	3,660 92	2,567.03	1093 89 LT

STATEMENT DD

67	RPM INTERNATIONAL INC	9/16/2011	10/3/2012	1,826.26	1,293.17	533.09	LT
100	UNITEDPARCELSVCCLB	9/16/2011	10/22/2012	7156 06	6,568.00	588 06	LT
200	COCA COLA COM	9/16/2011	11/20/2012	7405.93	7127.5	278.43	LT
135	MICROSOFT CORP	9/16/2011	11/20/2012	3585.51	3656 66	-71 15	LT
100	SOUTHERN COMPANY	9/16/2011	11/20/2012	4,229.91	4246 99	-17.08	LT
17	TIME WARNER INC SHS	2/16/2007	11/20/2012	776.88	773.78	3 1	LT
1	TIME WARNER INC SHS	3/2/2007	11/20/2012	45.69	44.44	1 25	LT
3	TIMEWARNERINCSHS	3/2/2007	11/20/2012	137 09	126 83	10.26	LT
11	TIME WARNER INC SHS	3/5/2007	11/20/2012	502.69	457 83	44.86	LT
3	TIME WARNER INC SHS	3/19/2007	11/20/2012	137.09	124 25	12 84	LT
4	TIME WARNER INC SHS	3/30/2007	11/20/2012	182.79	166 41	16 38	LT
1	TIME WARNER INC SHS	6/20/2007	11/20/2012	45.69	43.35	2 34	LT
16	TIME WARNER INC SHS	6/20/2007	11/20/2012	731.19	738 79	-7.6	LT
4	TIME WARNER INCSHS	3/11/2008	11/20/2012	182.79	123.18	59.61	LT
40	TIME WARNER INC SHS	9/16/2011	11/20/2012	1828	1,227.20	600.8	LT
100	VENTAS INC	9/16/2011	11/20/2012	6,440 74	5,289.00	1151 74	LT
100	GLAXOSMITHKIINE PLC ADR	9/16/2011	12/12/2012	4,447.03	4,129 56	317.47	LT
1	CALL GSK JAN 00045.00	1/23/2012	9/28/2011	109.99	0	109 99	ST
1	CALL T JAN 00031.00	1/3/2012	9/28/2011	45.99	9	36.99	ST
1	CALL ABT JAN 00055 00	12/30/2011	9/28/2011	103 99	151	-47.01	ST
1	CALL UPS JAN 00075.00	1/20/2012	9/28/2011	44.99	59	-14.01	ST
2	CALL PAYX JAN 00030.00	1/10/2012	9/28/2011	89.99	290	-200 01	ST
1	CALL Ka JAN 00077.50	1/23/2012	9/28/2011	56.99	0	56 99	ST
1	CALL SO JAN 00046 00	1/23/2012	9/28/2011	36 99	0	36.99	ST
1	CALL KMB JAN 00077 50	1/23/2012	9/28/2011	49 99	0	49 99	ST
1	CALL VTR JAN 00060 00	1/23/2012	9/28/2011	79.99	0	79.99	ST
2	CALL VZ JAN 00040.00	1/3/2012	9/28/2011	93.99	86	7 99	ST
1	CALL TWX JAN 00039 00	1/23/2012	9/28/2011	33.99	0	33.99	ST
200	PAYCHEX INC	9/16/2011	1/10/2012	6,260 48	5,437.28	823.2	ST
1	CALL RTN MAY 00052.50	2/16/2012	12/20/2011	43	49	-6	ST
3	CALL MSFT JUL 00029.00	2/3/2012	1/10/2012	332.99	672	-339 01	ST
100	RAYTHEON CO DELAWARE NEW	9/16/2011	2/16/2012	4,868.92	4,192 00	676 92	ST
1	CALL MCD JUN 00110.00	3/21/2012	12/20/2011	86 99	14	72 99	ST
2	CALLAEP MAY 00043,00	2/29/2012	12/20/2011	69.99	10	59.99	ST
1	CALL MRK JUL 00038 00	3/14/2012	12/21/2011	176 99	160	16.99	ST
2	CALL INTC MAR 00026.00	3/14/2012	12/20/2011	73.99	326	-252 01	ST
1	CALL RPM MAY 00025.00	2/29/2012	12/20/2011	115	60	55	ST
1	CALL PRU MAR 00067 50	3/19/2012	9/28/2011	63 99	0	63.99	ST
1	CALL EMR MAR 0005750	3/19/2012	9/28/2011	59.99	0	59 99	ST
1	CALLCVX MAR 0011500	3/19/2012	12/20/2011	80.99	0	80 99	ST
27	AMNELECPOWERCO	9/16/2011	2/29/2012	1,016.53	1,019.25	-2 72	ST
55	AMN ELEC POWER CO	12/14/2011	2/29/2012	2,070.72	2,163.70	-92.98	ST
100	RPM INTERNATIONAL INC	9/16/2011	2/29/2012	2,365 50	1,930 10	435 4	ST
1	CALL DLR APR 00075.00	4/23/2012	12/20/2011	44.99	0	44.99	ST
2	CALL RPM MAY 00025 00	4/9/2012	12/20/2011	229.99	290	-60.01	ST
71	TORONTO DOMINION BANK	9/16/2011	4/2/2012	5,882.21	5,415 17	467.04	ST

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29	TORONTO DOMINION BANK	12/14/2011	4/2/2012	2,402.60	2,018 69	383.91 ST
1	CALL RTN MAY 00052.50	5/21/2012	12/20/2011	42 99	0	42 99 ST
1	CALL NEE JUN 00065.00	5/25/2012	12/20/2011	34.99	90	-55 01 ST
1	CALL PCAR AUG 00055 00	6/1/2012	2/16/2012	99 99	5	94 99 ST
2	CALL SE JUN 00032.00	6/1/2012	12/20/2011	149 99	20	129 99 ST
1	CALLTWX JUL00040.00	6/1/2012	2/9/2012	122.99	6	116 99 ST
1	CALL RDSB JUL 00080.00	6/6/2012	2/9/2012	109.99	15	94.99 ST
1	CALLMO JUN00031.00	6/8/2012	12/20/2011	65 99	199	-133.01 ST
2	CALL KFT JUN 00040.00	6/1/2012	12/20/2011	81.99	8	73.99 ST
1	CALL PRU SEP 00070 00	6/1/2012	4/5/2012	172.99	5	167.99 ST
1	CALL EMR SEP 00060.00	6/1/2012	3/21/2012	44.99	10	34 99 ST
1	CALL INTC JUL 00029.00	6/6/2012	1/10/2012	46.99	9	37.99 ST
1	CALL UPS JUL 00082 50	6/1/2012	1/23/2012	59.99	6	53.99 ST
2	CALL T JUL00032 00	7/2/2012	1/3/2012	97.99	800	-702 01 ST
2	CALL VZ OCT 00042.00	7/2/2012	1/3/2012	255.99	576	-320.01 ST
1	CALL SO AUG 00047.00	7/30/2012	2/9/2012	43.99	133	-89.01 ST
1	CALL MCD SEP 00105 00	7/11/2012	3/21/2012	104.99	6	98.99 ST
1	CALL EMR SEP 00052.50	7/11/2012	6/1/2012	49 99	5	44 99 ST
1	CALL ABT AUG 00060 00	7/2/2012	12/30/2011	111.99	460	-348.01 ST
1	CALLVTR NOV00060.00	8/28/2012	4/13/2012	129 99	540	-410 01 ST
1	CALL UPS OCT 00082 50	8/8/2012	6/1/2012	49.99	10	39.99 ST
1	CALL TWX OCT 00039 00	8/27/2012	6/1/2012	47.99	335	-287 01 ST
1	CALL VTR AUG 00065.00	8/18/2012	2/9/2012	74.99	0	74.99 ST
1	CALLRDSB OCT00070.00	8/7/2012	6/6/2012	134.99	430	-295 01 ST
1	CALL SE SEP 00033 00	8/2/2012	4/13/2012	54.99	5	49.99 ST
2	CALL SE SEP 00031.00	8/21/2012	6/1/2012	79.99	20	59.99 ST
2	CALL INTC OCT 00030 00	8/1/2012	3/14/2012	165.99	16	149.99 ST
1	CALL INTC OCT 00029 00	8/1/2012	6/6/2012	43.99	14	29 99 ST
1	CALLEMR JAN00050.00	8/14/2012	7/11/2012	74 99	390	-315 01 ST
1	CALLKMB JAN00075.00	8/28/2012	2/9/2012	169.99	910	-740 01 ST
1	CALL SO JAN 00050.00	8/21/2012	7/30/2012	52 99	10	42 99 ST
1	CALL GSK AUG 00047.84	8/2/2012	2/9/2012	59 99	5	54 99 ST
3	CALL I NTC JAN 00029.00	9/13/2012	8/1/2012	125.99	21	104.99 ST
1	CALL SRE OCT 00062.50	9/21/2012	2/29/2012	99.99	240	-140 01 ST
1	CALLPRU SEPD0050.00	9/13/2012	6/1/2012	178.99	645	-466 01 ST
1	CALL EM R JAN 00055.00	9/10/2012	8/14/2012	134 99	70	64 99 ST
1	CALL CVX SEP 00115 00	9/20/2012	4/5/2012	142.99	256	-113.01 ST
1	CALL MRK JAN 00040 00	9/11/2012	3/14/2012	156.99	465	-308 01 ST
125	EMERSON ELECCO	9/16/2011	9/10/2012	6,247.06	5,728.13	518.93 ST
2	CALLMDLZ1 JAN00041 00	10/3/2012	6/1/2012	151 99	630	-478 01 ST
1	CALL PRU MAR 00060 00	10/22/2012	9/13/2012	209.99	245	-35.01 ST
2	CALL RPM NOV 00030 00	10/3/2012	4/9/2012	69.99	30	39.99 ST
1	CALL RTN JAN 00057.50	10/2/2012	5/22/2012	46 99	112	-65 01 ST
3	CALL MSFT OCT 00032 00	10/8/2012	2/3/2012	341.99	12	329.99 ST
1	CALL UPS JAN 00082.50	10/22/2012	8/8/2012	54.99	8.2	46 79 ST
42	MONDELEZ INTERNATIONAL	12/14/2011	10/3/2012	1,171.66	990 16	181.5 ST

STATEMENT DD

26	RAYTH EON CO DELAWARE NEW	12/14/2011	10/2/2012	1,431.53	1,168.96	262 57	ST
1	CALL SO MAY00046.00	11/20/2012	11/7/2012	42.99	30	12.99	ST
2	CALL KO JAN 00038.75	11/20/2012	2/9/2012	47.99	32	15.99	ST
1	CALL SO FEB 00048 00	11/7/2012	8/21/2012	44.99	7	37 99	ST
3	CALL MSFT APR 00033 00	11/20/2012	10/8/2012	200.99	36	164 99	ST
2	CALL T JAN 00038.00	11/7/2012	7/2/2012	85.99	12	73.99	ST
1	CALL SE DEC 00031.00	11/5/2012	8/2/2012	49.99	4.99	45	ST
2	CALLSE DEC00031.0D	11/5/2012	8/21/2012	79.99	10.01	69.98	ST
3	CALL I NTC JAN 00026 00	11/2/2012	9/13/2012	98.99	18	80.99	ST
1	CALL TWX JAN 00045.00	11/20/2012	8/27/2012	91.99	158	-66.01	ST
1	CALL MO JAN 00035.00	11/2/2012	6/8/2012	56.99	8	48.99	ST
1	CALL GSK JAN 00049.84	11/2/2012	8/2/2012	44.99	5	39 99	ST
1	CALL MCD JAN 00100.00	11/2/2012	7/11/2012	71.99	6	65.99	ST
1	CALL VTR JAN 00070.00	11/20/2012	8/21/2012	49.99	15	34 99	ST
1	CALL VTR JAN 00070.00	11/20/2012	8/28/2012	54.99	15	39.99	ST
65	MICROSOFT CORP	12/14/2011	11/20/2012	1726.36	1667.9	58.46	ST
100	MICROSOFT CORP	1/10/2012	11/20/2012	2655 95	2,805.65	-149.7	ST
100	VENTAS INC	4/12/2012	11/20/2012	6,440.75	5,599.55	841.2	ST
1	CALLGSK MAY00047.00	12/12/2012	11/2/2012	49.99	55	-5 01	ST
1	CALLSRE APR00067.50	12/21/2012	9/21/2012	109.99	510	-400.01	ST
1	CALL KMB APR 00090.00	12/3/2012	8/28/2012	114.99	70	44.99	ST
1	CALL NEE JAN00070 00	12/19/2012	5/25/2012	89.99	130	-40 01	ST
125	EATON CORP	9/10/2012	12/3/2012	6,488.20	5,893.43	594.77	ST
0.083	PNR ML AS ULTSH INC FD Y	11/21/2012	12/12/2012	0 83	0 84	-0 01	ST
221	PNRMLASULTSHINCFDY	11/21/2012	12/12/2012	2229.89	2,229.89	0	ST
0.799	PIONEER MULTI ASSET	11/21/2012	12/12/2012	8.06	8 06	0	ST
1,055.00	LORD ABB SHRT DUR INC F	4/12/2012	12/12/2012	4,905.75	4,831.90	73.85	ST

TOTALS:			
ST	$ 66,242.18	$ 64,170.86	$ 2,071 32
LT	$ 72,545 46	$ 66,166.51	$ 6,378.95
TOTAL	$ 138,787.64	$ 130,337.37	$ 8,450.27

STATEMENT EE

Quantity	Security Description	Acquisition Date	Sale Date	Sale Proceeds	Cost Basis	Gain/(loss)	
12	ISHARES BARCLAYS SHORT	7/27/2010	12/29/2011	1,322.64	1,322.50	0.14	LT
8	VANGUARD CONSUMER	1/31/2011	2/2/2012	652.78	577.28	75 50	LT
2	VANGUARD MSCI EMERGING	4/17/2009	2/2/2012	86 96	53.97	32 99	LT
14	VANGUARD MSCI EMERGING	3/8/2010	2/2/2012	608 78	576 06	32 72	LT
8	SECTOR SPOR INDUSTRIAL	3/8/2010	2/2/2012	292 66	238 16	54.50	LT
16	SECTOR SPOR INDUSTRIAL	8/21/2010	2/2/2012	585 32	463.68	121.64	LT
29	SECTORSPDRINDUSTRIAL	7/27/2010	2/2/2012	1,060.90	878.93	181.97	LT
11	ISHARES NASDAQ BIOTECH	6/12/2009	4/12/2012	1,318.98	771 96	547.02	LT
1	ISHARES NASDAQ BIOTECH	8/21/2010	4/12/2012	119.9	79.95	39.95	LT
2	ISHARES NASDAQ BIOTECH	7/27/2010	4/12/2012	239.81	162.9	76.91	IT
9	ISHARES NASDAQ BIOTECH	3/4/2011	4/12/2012	1,079.17	866.25	212.92	LT
8	ISHARES S&P GSSI NATURAL	6/2/2009	4/12/2012	305 96	250 87	55.09	LT
23	ISHARES S&P GSSI NATURAL	3/25/2011	4/12/2012	879.66	1,061.85	-182.19	LT
54	ISHARE BARLCYS 20 + YR	3/25/2011	4/12/2012	6215.94	4,979.26	1,236 68	LT
7	VANGUARD HEALTH CARE EIF	1/31/2011	4/12/2012	462.71	396.34	66.37	LT
49	VANGUARD TELECOMM SRVCS	3/25/2011	4/12/2012	3146.62	3249 08	-102.46	LT
12	VANGUARD DIVIDEND	3/4/2011	4/12/2012	690.02	663.6	26.42	LT
57	MARKET VECTORS ETF TR	1/31/2011	4/12/2012	2742.77	3,077 24	-334 47	LT
23	ISHARES BARCLAYS SHORT	3/4/2011	4/12/2012	2534.41	2,534 83	-0.42	LT
9	ISHARES DOW JONES INIRNL	3/25/2011	4/12/2012	283.3	316 27	-32 97	LT
7	SPDRSPOILGASEXPLOR	3/8/2010	4/12/2012	380 87	298.96	81.91	LT
22	SPDRSPOILGASEXPLOR	7/27/2010	4/12/2012	1197.04	895.57	301.47	LT
55	IQ CANADA SMALL CAP ETF	3/4/2011	4/12/2012	1,433.48	1,987.85	-554.37	LT
13	CONSUMER DISCRETIONARY	3/4/2011	4/12/2012	578.81	509 99	68.82	LT
32	SECTORSPDRFINANCIAL	1/31/2011	4/12/2012	491 9	508.65	-16 75	LT
37	SECTOR SPOR FINANCIAL	3/4/2011	4/12/2012	568.78	611 48	-42.70	LT
850	FEDERATED PRUDENT BEAR	2/1/2011	4/12/2012	3348.99	3,876 00	-527.01	LT
1	FEDERATED PRUDENT BEAR	3/25/2011	4/12/2012	3 94	4 5	-0 56	LT
595	FEDERATED PRUDENT BEAR	3/25/2011	4/12/2012	2344.31	2,665.60	-321 29	LT
0.434	FEDERATED PRUDENT BEAR	3/25/2011	4/12/2012	1.71	1.95	-0.24	LT
15	ISHARESTRS&PGSSI	6/1/2011	8/27/2012	950.52	967.64	-17.12	LT
56	ISHARES MSCI EAFE INDEX	8/10/2011	8/27/2012	2923.13	2,819 51	103 62	LT
51	ISHARESS&PGSSINATURAL	3/25/2011	8/27/2012	1955 09	2354.54	-399.45	LT
9	ISHARES S&P GLOBAL	5/21/2010	8/27/2012	348.76	278.05	70.71	LT
31	ISHARES S&P GLOBAL	7/27/2010	8/27/2012	1,201.30	999.85	201.45	LT
46	ISHARES S&P GLOBAL	6/1/2011	8/27/2012	1,782.57	1,969 82	-187.25	LT
60	ISHARES S&P GLBL HEALTH	6/1/2011	8/27/2012	3,717.72	3,578.31	139.41	LT
55	ISHARES S&P GLB TELECOM-	3/25/2011	8/27/2012	3,279	3,306.05	-27 39	LT
1	ISHARESS&PGLBTELECOM-	8/10/2011	8/27/2012	59.61	54 14	5.47	LT
99	POWERSHARES ETF TR	6/1/2011	8/27/2012	1,948.19	1979.02	-30 83	LT
81	ISHARES IBOXX s	8/10/2011	8/27/2012	9,735 17	9,169.29	565 88	LT
10	ISHARE BARLCYS 20 + YR	3/25/2011	8/27/2012	1,255.47	922.09	333.38	LT

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25	ISHARE BARLCYS 20 + YR	8/10/2011	8/27/2012	3138.68	2701.84	436.84	LT
62	VANGUARD CONSUMER	3/4/2011	8/27/2012	5,603 43	4599.78	1,003.65	LT
75	VANGUARD INFORMATION	6/1/2011	8/27/2012	5,474 12	4839	635 12	LT
84	VANGUARD MSCI EMERGING	3/8/2010	8/27/2012	3410.74	3456.35	-45 61	LT
30	VANGUARD MSCI EMERGING	7/27/2010	8/27/2012	1218.12	1253 31	-35 19	LT
14	VANGUARD MSCI EMERGING	1/31/2011	8/27/2012	568 45	650.72	-82 27	LT
9	VANGUARD MSCI EMERGING	8/10/2011	8/27/2012	365.43	364 83	0.60	LT
15	VANGUARD DIVIDEND	3/4/2011	8/27/2012	884 98	829.5	55 48	LT
31	VANGUARD DIVIDEND	6/1/2011	8/27/2012	1828.95	1742 51	86 44	LT
4	VANGUARD DIVIDEND	8/10/2011	8/27/2012	235 99	193 16	42.83	LT
33	ISHARES SILVER TR	1/31/2011	8/27/2012	991 39	908	83 39	LT
70	ISHARES SILVER TR	8/10/2011	8/27/2012	2102 96	2690 63	-587 67	LT
31	ISHARES DOW JONES INTRNL	3/25/2011	8/27/2012	977.09	1089.38	-112.29	LT
47	ISHARES DOW JONES INTRNL	6/1/2011	8/27/2012	1481.41	1718.09	-236 68	LT
17	ISHARES DOW JONES INTRNL	8/10/2011	8/27/2012	535 83	505.44	30.39	LT
80	ISHARES S&P/CITI 1-3 INT	8/10/2011	8/27/2012	7,619.02	8,796 58	-1,177.56	LT
115	IQ HEDGE MULTI-STRAT	3/4/2011	8/27/2012	3216.44	3,137.43	79 01	LT
1	IO HEDGE MULTI-STRAT	3/25/2011	8/27/2012	27.97	27 19	0.78	LT
120	IO HEDGE MACRO TRACKER	3/4/2011	8/27/2012	3293.93	3,278 05	15.88	LT
116	IO REAL RETURN ETF	6/1/2011	8/27/2012	3,062 68	2,955.68	107.00	LT
49	IQ GLOBAL RESOURCES ETF	3/4/2011	8/27/2012	1362.04	1595.93	-233 89	LT
52	IO GLOBAL RESOURCES ETF	3/25/2011	8/27/2012	1445.43	1688 44	-243 01	LT
8	IQ GLOBAL RESOURCES ETF	6/1/2011	8/27/2012	222 37	254.23	-31.86	LT
2	IQ GLOBAL RESOURCES ETF	8/10/2011	8/27/2012	55 59	56.52	-0 93	LT
195	IO MERGER ARBITRAGE ETF	6/1/2011	8/27/2012	4859.77	4935.33	-75 56	LT
19	SPDR S&P MIDCAP 400 ETF	6/1/2011	8/27/2012	3357.41	3421.47	-64 06	LT
20	SECTOR SPOR CONSMRS STPL	6/1/2011	8/27/2012	712 38	643.6	68.78	LT
64	CONSUMER DISCRETIONARY	3/4/2011	8/27/2012	2,898.17	2,510.71	387.46	LT
48	CONSUMER DISCRETIONARY	3/25/2011	8/27/2012	2,173.64	1863 84	309 80	LT
167	SECTOR SPDR FINANCIAL	3/4/2011	8/27/2012	2,520.80	2759.9	-239 10	LT
104	SECTOR SPOR FINANCIAL	3/4/2011	8/27/2012	1569 84	1671.68	-101 84	LT
47	SECTOR SPDR FINANCIAL	8/10/2011	8/27/2012	709.45	578.91	130.54	LT
124	SECTOR SPDR INDUSTRIAL	3/25/2011	8/27/2012	4543.64	4,598 83	-55.19	LT
12	SECTOR SPOR INDUSTRIAL	6/1/2011	8/27/2012	439.71	444.68	-4.97	LT
87	SECTOR SPDR UTILITIES	8/10/2011	8/27/2012	3186 3	2,682.85	503 45	LT
537	TURNER SPECTRUM FD INSTL	8/10/2011	8/27/2012	5815.71	6261.42	-445.71	LT
2,049.00	FEDERATED PRUDENT BEAR	3/25/2011	8/27/2012	7,888 65	9,179 52	-1,290 87	LT
0 566	FEDERATED PRUDENT BEAR	3/25/2011	8/27/2012	2 18	2.53	-0 35	LT
234	FEDERATED PRUDENT BEAR	6/1/2011	8/27/2012	900 9	1,029.60	-128.70	LT
351	FEDERATED PRUDENT BEAR	8/10/2011	8/27/2012	1351.35	1,807.65	-456.30	LT
45	ISHARES BARCLAYS SHORT	3/4/2011	12/29/2011	4,959.91	4,959.45	0 46	ST
21	ISHARE BARLCYS 20 + YR	3/4/2011	2/2/2012	2,500.36	1,899.38	600 98	ST
4	ISHARE BARLCYS 20 + YR	3/25/2011	2/2/2012	476.26	368 83	107.43	ST

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11	VANGUARD CONSUMER	3/4/2011	2/2/2012	897.59	816.09	81.50	ST
27	VANGUARD INFORMATION	6/1/2011	2/2/2012	1815.76	1,742.04	73.72	ST
13	SECTOR SPOR INDUSTRIAL	3/25/2011	2/2/2012	475 58	482.14	-6 56	ST
2	SPOR GOLD TRUST	12/29/2011	2/2/2012	339.43	298.37	41 06	ST
0 062	GS EMRNG MKTS DEBT INSTL	10/17/2011	2/2/2012	0.79	0 77	0 02	ST
249	GS EMRNG MKTS DEBT INSTL	10/17/2011	2/2/2012	3,182.22	3,077.64	104 58	ST
687	LORD ABB SHRT OUR INC F	8/10/2011	2/2/2012	3146 46	3,132 72	13.74	ST
0.096	LORO ABBETI SHORT	8/10/2011	2/2/2012	0.45	0 44	0.01	ST
0 314	LORD ABB SHRT OUR INC F	1/31/2012	2/2/2012	1 43	1 44	-0 01	ST
0.195	COHEN & STEERS RLTY SHS	10/17/2011	2/2/2012	12.69	10 62	2 07	ST
14	COHEN&STEERSRLTYSHS	10/17/2011	2/2/2012	911.26	762.3	148 96	ST
0 117	COH EN & STEERS REALTY	10/17/2011	2/2/2012	7 62	6.38	1.24	ST
2063	LORD ABB SHRT OUR INC F	8/10/2011	3/13/2012	9489 79	9407 28	82 51	ST
7	LORD ABB SHRT OUR INC F	8/31/2011	3/13/2012	32.2	31.85	0.35	ST
1	LORD ABB SHRT OUR INC F	9/30/2011	3/13/2012	4 6	4.53	0 07	ST
10	LORDABBSHRTDURINCF	9/30/2011	3/13/2012	46	45.1	0.90	ST
42	LORDABBSHRTDURINCF	10/17/2011	3/13/2012	193.2	189	4 20	ST
1	LORD ABB SHRT OUR INC F	10/31/2011	3/13/2012	4.6	4.51	0.09	ST
10	LORD ABB SHRT OUR INC F	10/31/2011	3/13/2012	46	45.5	0.50	ST
11	LORDABBSHRTDURINCF	11/30/2011	3/13/2012	50 6	49 71	0 89	ST
1	LORD ABB SHRT OUR INC F	12/30/2011	3/13/2012	4.6	4.55	0 05	ST
10	LORDABBSHRTDURINCF	12/30/2011	3/13/2012	46	45.39	0.61	ST
1	LORD ABB SHRT OUR INC F	1/31/2012	3/13/2012	4 6	4 55	0 05	ST
10	LORD ABB SHRT OUR INC F	1/31/2012	3/13/2012	46	45 79	0 21	ST
1	LORD ABB SHRT OUR INC F	2/29/2012	3/13/2012	4 6	4 56	0 04	ST
0 158	LORD ABB SHRT OUR INC F	2/29/2012	3/13/2012	0.73	0.73	0 00	ST
8	LORD ABB SHRT OUR INC F	2/29/2012	3/13/2012	36 81	36.79	0 02	ST
11	ISHARES NASDAQ BIOTECH	06/01/11	4/12/2012	1,318.99	1195.13	123.86	ST
41	ISHARES TR S&P GSSI	6/1/2011	4/12/2012	2643 67	2,644 90	-1 23	ST
6	ISHARES MSCI EAFE INDEX	6/1/2011	4/12/2012	319 22	363.65	-44.43	ST
84	POWERSHARES ETF TR	6/1/2011	4/12/2012	1658 96	1,679.17	-20 21	ST
30	ISHAR ES IBOXX s	8/10/2011	4/12/2012	3,465	3,396.04	69 32	ST
75	VANGUARD HEALTH CARE ETF	6/1/2011	4/12/2012	4957.71	4857.5	100 21	ST
2	VANGUARD TELECOMM SRVCS	8/10/2011	4/12/2012	128 44	121 38	7.06	ST
4	MARKET VECTORS ETF TR	6/1/2011	4/12/2012	192.47	233.48	-41.01	ST
43	MARKETVECTORSETFIR	8/10/2011	4/12/2012	2,069.12	2,580.43	-511 31	ST
7	MARKET VECTORS ElF TR	10/17/2011	4/12/2012	336 83	397 06	-60 23	ST
6	MARKET VECTORS ElF TR	2/2/2012	4/12/2012	288.72	340.86	-52.14	ST
235	POWERSHARES GLOBAL	10/17/2011	4/12/2012	6617.45	6,320 69	296 76	ST
35	ISHARES BARCLA YS SHORT	6/1/2011	4/12/2012	3856.71	3858.87	-2.16	ST
2	ISHARES BARCLAYS SHORT	2/2/2012	4/12/2012	220 39	220 41	-0.02	ST
49	ISHARES BARCLA YS MSS BON	6/1/2011	4/12/2012	5,304 12	5,242.75	61 37	ST
11	ISHARES BARCLAYS MSSBON	8/10/2011	4/12/2012	1190.73	1,198.37	-7 64	ST

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33	SPDR SP OIL GAS EXPLOR	6/1/2011	4/12/2012	1795 57	1993.77	-198 20 ST
76	SPDR DJ WILSHIRE INTL	10/17/2011	4/12/2012	2762.88	2,610.90	151 98 ST
34	ISHARES S&P/CITI 1-3 INT	8/10/2011	4/12/2012	3348.58	3,738.54	-389.96 ST
68	IQ REAL RETURN ETF	6/1/2011	4/12/2012	1,777.48	1,732 64	44 84 ST
2	SPDR S&P MIDCAP 400 ETF	6/1/2011	4/12/2012	355 01	360.15	-5.14 ST
109	IQ CANADA SMALL CAP ETF	6/1/2011	4/12/2012	2840.9	3,702 21	-861 31 ST
80	IQ CANADA SMALL CAP ETF	10/17/2011	4/12/2012	2,085.07	2,065.76	19 31 ST
84	SECTOR SPDR CONSMRS STPL	6/1/2011	4/12/2012	2820.84	2,703.12	117 72 ST
7	SECTOR SPOR UTILITIES	8/1/2011	4/12/2012	240.32	215.86	24 46 ST
40	SPDR GOLD TRUST	12/29/2011	4/12/2012	6510.43	5,967.36	543.07 ST
366	PRDNTL SHT TRM CORP BD Z	3/13/2012	4/12/2012	4 21	4 22	-0.01 ST
8	PRDNTL SHT TRM CORP BD Z	3/13/2012	4/12/2012	92 08	92.16	-0 08 ST
0 427	FEDERATED PRUDENT BEAR	2/2/2012	4/12/2012	1 68	1.77	-0 09 ST
35	COHEN & STEERS RLTY SHS	10/8/2011	4/12/2012	2,296.70	1,905.75	390 95 ST
0.592	COHEN & STEERS RLTY SHS	10/8/2011	4/12/2012	38.85	32.23	6 62 ST
60	ISHARES BARCLAYS SHORT	2/2/2012	6/12/2012	6,612.59	6,612.22	0.37 ST
55	ISHARES BARCLAYS MBS BON	8/10/2011	6/12/2012	5,957.33	5,991.82	-34.49 ST
2	ISHARESBARCLAYSMBSBON	10/17/2011	6/12/2012	216 63	215.08	1.55 ST
5	ISHARES BARCLAYS MBS BON	2/2/2012	6/12/2012	541 58	540 7	0.88 ST
0 309	PNR ML AS ULTSH INC FD Y	6/12/2012	7/16/2012	3.1	3.09	0 01 ST
338	PNR ML AS ULTSH INC FD Y	6/12/2012	7/16/2012	3393 52	3,386 76	6 76 ST
3	LORO ABB SHRT DUR INC F	3/30/2012	7/16/2012	13.79	13.79	0.00 ST
1	LORO ABB SHRT DUR INC F	4/12/2012	7/16/2012	4.6	4 59	0 01 ST
748	LORD ABB SHRT OUR INC F	4/12/2012	7/16/2012	3440 81	3,425 84	14 97 ST
0.912	LORD ABB SHRT OUR INC F	6/29/2012	7/16/2012	4.2	4.17	0 03 ST
26	ISHARES TR S&P GSSI	2/2/2012	8/27/2012	1647.59	1,585.22	62.37 ST
88	ISHARES S&P GSSI NATURAL	10/17/2011	8/27/2012	3,373 51	3,264.23	109 28 ST
77	ISHARES S&P GLOBAL	4/12/2012	8/27/2012	2,983 89	2956.71	27.18 ST
129	ISHARES S&P GLBL HEALTH	4/12/2012	8/27/2012	7,993 12	7642.61	350.51 ST
45	ISHARES S&P GLB TELECOM-	4/12/2012	8/27/2012	2,682.56	2491.65	190 91 ST
70	POWERSHARES ETF TR	2/2/2012	8/27/2012	1377.52	1,365.42	12 10 ST
2	ISHARES IBOXX s	10/17/2011	8/27/2012	240 38	223.56	16.82 ST
23	ISHARE BARLCYS 20 + YR	9/7/2011	8/27/2012	2,887.59	2,579.53	308.06 ST
15	VANGUARD CONSUMER	4/12/2012	8/27/2012	1,355 67	1,275 46	80.21 ST
14	VANGUARD INFORMATION	4/12/2012	8/27/2012	1021 84	1030.7	-8 86 ST
169	VANGUARD MSCI EMERGING	10/17/2011	8/27/2012	6862.1	6639.66	222.44 ST
155	VANGUARD MSCI EMERGING	4/12/2012	8/27/2012	6293 65	6661 9	-368 25 ST
25	VANGUARD DIVIDEND	2/2/2012	8/27/2012	1474.98	1,414 00	60 98 ST
170	ISHARES SILVER TR	4/12/2012	8/27/2012	5107.21	5353 3	-246 09 ST
132	POWERSHRS DB G 10 CURR	10/17/2011	8/27/2012	3307.84	3307.84	0.00 ST
13	POWERSHRS DB G 10 CURR	4/12/2012	8/27/2012	325 78	325 34	0 00 ST
200	SPOR DJ WILSHIRE INTL	10/17/2011	8/27/2012	7732 83	6870 78	862 05 ST
118	SPDR SP INTL SMALL CAP	10/17/2011	8/27/2012	3111.48	3145.88	-34.40 ST

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82	SPDR SP INTL SMALL CAP	4/12/2012	8/27/2012	2162.22	2,304.24	-142.02	ST
8	ISHARES S&P/CITI 1-3 INT	10/17/2011	8/27/2012	761.9	829.52	-67 62	ST
10	ISHARES S&P/CITI 1-3 INT	2/2/2012	8/27/2012	952.39	996.5	-44 11	ST
3	IO HEDGE MULTI-STRAT	4/12/2012	8/27/2012	83.91	83.04	0 87	ST
113	VANGUARDINTLEOUTY1NDX	10/17/2011	8/27/2012	9,555.33	9459 51	95.82	ST
61	IO REAL RETURN ETF	10/17/2011	8/27/2012	1,610.55	1,576 24	34.31	ST
4	IQ GLOBAL RESOURCES ETF	4/12/2012	8/27/2012	111.2	115 56	-4.36	ST
64	ISHARE DIVERSIFIED ALT	10/17/2011	8/27/2012	3,260.73	3260	0 00	ST
10	ISHARE DIVERSIFIED ALT	4/12/2012	8/27/2012	509 49	509	0 00	ST
326	IO MERGER ARBITRAGE ETF	10/17/2011	8/27/2012	8124.55	7984.29	140.26	ST
98	IO MERGER ARBITRAGE ETF	4/12/2012	8/27/2012	2,442	2539.13	-96.77	ST
417	POWERSHARES EXCHANGE	4/12/2012	8/27/2012	10306.38	10232 67	73.71	ST
49	SECTOR SPDR CONSMRS STPL	2/2/2012	8/27/2012	1,745.34	1,585.64	159.70	ST
134	SECTOR SPDR FINANCIAL	2/2/2012	8/27/2012	2022.7	1,911.78	110.92	ST
16	SECTOR SPDR INDUSTRIAL	4/12/2012	8/27/2012	586 28	586.99	-0.71	ST
103	SECTOR SPDR UTILITIES	7/16/2012	8/27/2012	3772 29	3846.81	-74 52	ST
1	TURNER SPECTRUM FD INSTL	10/17/2011	8/27/2012	10.82	11.66	-0.84	ST
6	TURNER SPECTRUM FD INSTL	10/17/2011	8/27/2012	64.98	69.6	-4 62	ST
1	TURNER SPECTRUM FD INSTL	12/16/2011	8/27/2012	10 83	11.56	-0.73	ST
23	TURNER SPECTRUM FD INSTL	12/16/2011	8/27/2012	249.09	249.78	-0.69	ST
1	TURNER SPECTRUM FD INSTL	4/12/2012	8/27/2012	10.83	10.98	-0.15	ST
0.083	TURNER SPECTRUM FD INSTL	4/12/2012	8/27/2012	0.90	0.93	-0.03	ST
233	TURNER SPECTRUM FD INSTL	4/12/2012	8/27/2012	2,523 40	2597.95	-74.55	ST
1,158.00	TCW EMERG MKT INCOME I	10/17/2011	8/27/2012	10584 11	9484.02	1,100.09	ST
1	TCW EMERG MKT INCOME I	4/12/2012	8/27/2012	9.13	8.33	0.80	ST
0.1240	TCW EM ERG MKT INCOME I	4/12/2012	8/27/2012	1.13	1 09	0 04	ST
613	TCW EMERG MKT INCOME I	4/12/2012	8/27/2012	5,602.84	5,376 01	226.83	ST
0.585	PRDNTL SHT TRM CORP BD Z	3/13/2012	8/27/2012	6.77	6.74	0 03	ST
860	PRDNTL SHT TRM CORP BD Z	3/13/2012	8/27/2012	9,950 20	9907.2	43 00	ST
0.328	GS DYNAMIC ALLOCATION I	4/12/2012	8/27/2012	3.62	3 51	0.11	ST
1,202 00	GS DYNAM IC ALLOCATION I	4/12/2012	8/27/2012	13258.06	12873.42	384.64	ST
518	GS EMRNG MKTS DEBT INSTL	10/17/2011	8/27/2012	7,070.70	6,402.48	668.22	ST
0 94	GS EMRNG MKTS DEBT INSTL	4/12/2012	8/27/2012	12 83	11.72	1.11	ST
170	GS EMRNG MKTS DEBT INSTL	4/12/2012	8/27/2012	2,320.50	2,204.90	115 60	ST
0 373	PNR ML AS ULTSH INC FD Y	6/12/2012	8/27/2012	3.75	3 74	0.01	ST
940	PNR ML AS ULTSH INC FD Y	6/12/2012	8/27/2012	9,447.00	9,418.80	28.20	ST
906	LORD ABB SHRT DUR INC F	4/12/2012	8/27/2012	4,185 71	4,149.48	36.23	ST
3	LORD ABB SHRT DUR INC F	4/30/2012	8/27/2012	13 86	13 79	0 07	ST
1	LORD ABB SHRT DUR INC F	5/31/2012	8/27/2012	4.62	4.58	0.04	ST
5	LORD ABB SHRT DUR INC F	5/31/2012	8/27/2012	23.1	22.85	0.25	ST
5	LORD ABB SHRT DUR INC F	6/29/2012	8/27/2012	23 1	22.9	0 20	ST
0.416	LORD ABB SHRT DUR INC F	7/31/2012	8/27/2012	1.92	1 92	0.00	ST
4	LORD ABB SHRT DUR INC F	7/31/2012	8/27/2012	18.49	18.44	0.05	ST

STATEMENT EE

0.496	GOLDMAN SACHS LOCAL	4/12/2012	8/27/2012	4.63	4.62	0.01	ST
2,021.00	GOLDMAN SACHS LOCAL	4/12/2012	8/27/2012	18876 14	18,815.51	60.63	ST
1	FEDERATED PRUDENT BEAR	9/7/2011	8/27/2012	3.85	4 81	-0.96	ST
731	FEDERATED PRUDENT BEAR	9/7/2011	8/27/2012	2,814.34	3508.8	-694.46	ST
1	FEDERATED PRUDENT BEAR	2/2/2012	8/27/2012	3.85	4.51	-0 66	ST
770	FEDERATED PRUDENT BEAR	2/2/2012	8/27/2012	2,964 51	3,187.80	-223.29	ST
66	C&S REALTY SHARES N	10/17/2011	8/27/2012	4,562.58	3593.7	968.88	ST
0.291	C&S REALTY SHARES N	10/17/2011	8/27/2012	20.12	15.84	4.28	ST
		TOTALS:					
		ST		**312,914.35**	**307,432.32**	**5,481.27**	
		LT		**156,188.25**	**156,004.95**	**183.30**	
		TOTAL		**469,102.60**	**463,437.27**	**5,665.33**	

STATEMENT FF

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, 1d Stock or Other Symbol, CUSIP

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc. (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 State Tax Withheld
APPLE INC, AAPL, 037833100										
Sale	02/29/12	02/28/12	400 000	217,517.72	213,935.95	3,581 77				
Sale	02/29/12	02/28/12	100 000	54,379.43	53,483 00	896 43				
Sale	03/08/12	03/06/12	250 000	134,852 62	132,274 20	2,578 42				
Sale	04/18/12	04/17/12	217 000	134,022 51	129,838 88	4,183 63				
Sale	04/18/12	04/17/12	283.000	174,785 12	169,310 41	5,474.71				
Sale	04/25/12	04/24/12	50 000	30,577 31	28,178.64	2,398 67				
Sale	04/25/12	04/24/12	300 000	183,458 94	169,071 81	14,387 13				
Sale	06/06/12	05/21/12	200 000	114,317 38	107,912 98	6,404 40				
Sale	06/06/12	05/21/12	200 000	114,371 48	107,912 97	6,458 51				
Sale	07/30/12	07/25/12	11 000	6,545 37	6,308 93	236 44				
Sale	07/30/12	07/25/12	36 000	21,451 55	20,647 42	804 13				
Sale	07/30/12	07/25/12	53 000	31,582.52	30,397.60	1,184 92				
Sale	07/30/12	07/25/12	50 000	29,794 83	28,673.50	1,121 33				
Sale	08/20/12	08/07/12	150 000	99,555.31	93,223 46	6,331 85				
Sale	08/21/12	08/07/12	50 000	32,790 79	31,074 49	1,716 30				
Sale	08/21/12	08/09/12	50 000	32,790 79	31,041 95	1,748 84				
Sale	09/19/12	09/12/12	200 000	140,294 90	132,487 30	7,807 60				
Sale	09/24/12	09/12/12	100.000	68,798 50	66,243.65	2,554 85				
Sale	10/09/12	10/03/12	100 000	62,891 64	67,115 12	-4,223 48				
Sale	10/10/12	10/03/12	200.000	127,809.18	134,230.24	-6,421.06				
Subtotals				**1,812,587.89**	**1,753,362.50(c)**					

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STATEMENT FF

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
CATERPILLAR INC, CAT, 149123101										
Sale	03/07/12	05/06/11	100 000	10,733 85	11,156 45	-422 60				
Sale	03/07/12	05/06/11	650 000	69,770 00	72,456 48	-2,686.48				
Sale	03/08/12	05/06/11	250 000	27,522 58	27,867.87	-345 29				
Sale	03/08/12	08/08/11	500 000	55,045 16	42,519.95	12,525 21				
Subtotals				**163,071.59**	**154,000.75(c)**					
CHIPOTLE MEXICAN GRILL INC, CMG, 169656105										
Sale	10/24/12	10/19/12	200.000	57,198 76	49,472.00	7,726 76				
Sale	10/24/12	10/19/12	100 000	28,409 41	24,745 95	3,663 46				
Subtotals				**85,608.17**	**74,217.95(c)**					
DISNEY WALT CO, DIS, 254687106										
Sale	03/07/12	08/08/11	250 000	10,469 16	8,296 70	2,172 46				
Sale	03/07/12	02/13/12	13 000	544 40	543 26	1 14				
Sale	03/07/12	02/13/12	237 000	9,924 76	9,911 00	13 76				
Sale	03/13/12	03/13/12	500 000	21,948 46	21,501 15	447.31				
Subtotals				**42,886.78**	**40,252.11(c)**					
ENTERPRISE PRODUCTS PPTNS LP, EPD, 293792107										
Sale	03/14/12	02/16/12	500 000	25,600 86	25,947 45	-346 59				
Sale	03/14/12	02/21/12	150 000	7,680 25	7,793 85	-113 60				
Subtotals				**33,281.11**	**33,741.30(c)**					
FACEBOOK INC COM USD0.000006 CL A, FB, 30303M102										
Sale	12/11/12	12/04/12	3,000 000	83,885.17	83,215 95	669 22				

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Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
FIDELITY INVESTMENT GRADE, FBNDX, 316146109										
Sale	02/28/12	vanous	22,460 156	174,964 62	165,349 02	9,615 60				
Sale	04/23/12	04/27/11	12,804 097	100,000 00	94,262 25	5,737 75				
Subtotals				**274,964.62**	**259,611.27(c)**					
FIDELITY SHORT TERM BOND, FSHBX, 316146208										
Sale	01/27/12	vanous	18,189 295	155,154 68	153,581.75	1,572.93				
Sale	01/27/12	01/27/12	22 720	193 81	193 80	0.01				
Subtotals				**155,348 49**	**153,775.55(c)**					
GOLDMAN SACHS GROUP INC, GS, 38141G104										
Sale	11/02/12	10/16/12	500 000	62,858 14	62,675 53	182 61				
Sale	12/20/12	10/16/12	500 000	64,557 40	62,675.52	1,881 88				
Subtotals				**127,415 54**	**125,351.05(c)**					
JPMORGAN CHASE & CO, JPM, 46625H100										
Sale	03/06/12	08/11/11	200 000	7,853 15	7,007 75	845 40				
Sale	03/06/12	08/11/11	100 000	3,926 58	3,499 60	426 98				
Sale	03/06/12	08/11/11	700.000	27,503 42	24,497 20	3,006 22				
Sale	03/06/12	01/11/12	250 000	9,822 65	9,057 95	764 70				
Sale	03/06/12	01/31/12	250.000	9,822 65	9,356 70	465 95				
Sale	03/06/12	02/02/12	50 000	1,964 53	1,883 00	81 53				
Sale	03/06/12	02/02/12	100.000	3,929 06	3,773 45	155 61				
Sale	03/06/12	02/02/12	100 000	3,929 06	3,765 70	163 36				
Sale	03/06/12	02/07/12	50 000	1,964 53	1,899 50	65 03				

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STATEMENT FF

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

Short-term transactions (h)

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Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 State Tax Withheld
8 Description, 1d Stock or Other Symbol, CUSIP										
JPMORGAN CHASE & CO, JPM, 46625H100										
Sale	03/06/12	02/07/12	200 000	7,858 12	7,605 35	252 77				
Sale	03/06/12	02/10/12	350.000	13,751.71	13,194 55	557 16				
Sale	03/06/12	02/15/12	250.000	9,822 65	9,544 58	278 07				
Sale	03/06/12	02/16/12	300 000	11,787.18	11,338.05	449 13				
Sale	03/06/12	02/21/12	250.000	9,822 63	9,727 93	94 70				
Sale	03/13/12	03/08/12	100.000	4,341 10	4,052 67	288 43				
Sale	03/13/12	03/08/12	500 000	21,697.10	20,263 32	1,433 78				
Sale	03/13/12	03/08/12	184.000	7,987 29	7,456 90	530.39				
Sale	03/13/12	03/08/12	216 000	9,377 47	8,753 76	623 71				
Sale	03/13/12	03/08/12	1,584 000	68,768 12	64,181.78	4,586.34				
Sale	03/13/12	03/08/12	416 000	18,058 78	16,855 82	1,202 96				
Sale	03/13/12	03/13/12	100.000	4,341 05	4,131 82	209 23				
Sale	03/13/12	03/13/12	1,900 000	82,479 98	78,515.95	3,964 03				
Sale	05/21/12	04/11/12	100 000	3,296.10	4,376 84	-1,080 74	1,080 74			
Sale	05/21/12	04/11/12	600 000	19,780 33	26,261 01	-6,480 68	6,480 68			
Sale	05/21/12	04/11/12	2,300 000	75,824.61	100,636 50	-24,811 89	24,811 89			
Sale	05/21/12	04/11/12	100.000	3,296 72	5,293 21(g)	-1,996 49	1,996 49			
Sale	05/21/12	04/23/12	200 000	6,593 44	8,424 94	-1,831 50	1,831 50			
Sale	05/21/12	04/23/12	700 000	23,077 06	29,470 00	-6,392 94	6,392 94			
Sale	10/02/12	04/11/12	100 000	4,073 37	5,290 11(g)	-1,216 74				
Sale	10/02/12	04/11/12	100 000	4,074 84	5,290.12(g)	-1,215 28				
Sale	10/02/12	04/11/12	46 000	1,873 76	2,433 45(g)	-559 69				

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Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

Short-term transactions (h)

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Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 State Tax Withheld
8 Description, 1d Stock or Other Symbol, CUSIP										
JPMORGAN CHASE & CO, JPM, 46625H100										
Sale	10/02/12	04/11/12	254 000	10,346 40	13,435 62(g)	-3,089 22				
Sale	10/02/12	04/11/12	400 000	16,295 27	21,154.44(g)	-4,859 17				
Sale	10/02/12	04/11/12	1,100 000	44,805 04	58,171.06(g)	-13,366 02				
Sale	11/02/12	04/11/12	100 000	4,265 10	6,183 75(g)	-1,918 65	1,918 65			
Sale	11/02/12	04/23/12	1,800.000	76,762 50	93,304.22(g)	-16,541.72	16,541.72			
Sale	11/02/12	05/07/12	600.000	25,587 49	25,123 59	463.90				
Sale	12/13/12	04/28/12	100.000	4,280 12	5,957.92(g)	-1,677 80	1,677 80			
Sale	12/13/12	04/28/12	100.000	4,280.12	5,040.79(g)	-760.67				
Sale	12/13/12	04/28/12	100 000	4,280 12	5,040 94(g)	-760 82				
Sale	12/13/12	04/28/12	100.000	4,280 10	5,042 79(g)	-762.69				
Sale	12/13/12	04/28/12	200 000	8,565 80	10,085 57(g)	-1,519 77				
Sale	12/13/12	04/28/12	300 000	12,845 74	15,128 35(g)	-2,282 61				
Sale	12/13/12	04/28/12	100 000	4,281.92	5,041.45(g)	-759 53				
Sale	12/13/12	04/28/12	100 000	4,281 91	5,717 79(g)	-1,435 88				
Sale	12/13/12	05/07/12	500 000	21,410 37	20,936 32	474 05				
Sale	12/13/12	05/10/12	300 000	12,846 22	14,632 79(g)	-1,786 57				
Sale	12/13/12	05/10/12	600 000	25,691 42	29,255 70(g)	-3,564 28				
Sale	12/13/12	06/29/12	500 000	21,409 52	17,961 94	3,447 58				
Sale	12/20/12	06/29/12	100 000	4,433 15	3,592 39	840 76				
Sale	12/20/12	06/29/12	1,400 000	62,172.74	50,293 42	11,879 32				
Subtotals				855,820.09	918,940.35(c)					

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Fidelity INVESTMENTS

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Short-term transactions (h)

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8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
PENNEY J C CO INC, JCP, 708160106										
Sale	02/29/12	02/21/12	100 000	3,942 97	4,235.03	-292 06	292 06			
Sale	02/29/12	02/21/12	700 000	27,649 50	29,645 21	-1,995 71	1,995 71			
Sale	05/22/12	02/21/12	100.000	2,632.14	4,235 03	-1,602 89				
Sale	05/22/12	02/21/12	100.000	2,632 44	4,235.03	-1,602 59				
Sale	05/22/12	02/21/12	300 000	7,887.87	12,705 09	-4,817 22				
Sale	05/22/12	02/21/12	200 000	5,263 18	8,470.06	-3,206.88				
Sale	05/22/12	02/21/12	100.000	2,631 59	4,467 96(g)	-1,836.37				
Sale	05/22/12	02/21/12	50 000	1,315 80	2,230 50(g)	-914 70				
Sale	05/22/12	02/21/12	50 000	1,315 80	2,193 05(g)	-877.25				
Sale	05/22/12	02/21/12	100 000	2,631 59	4,393 55(g)	-1,761 96				
Sale	05/22/12	03/05/12	500 000	13,157 95	20,230 66(g)	-7,072 71				
Subtotals				**71,060.83**	**97,041.17(c)**					
PROCTER & GAMBLE CO, PG, 742718109										
Sale	08/06/12	03/20/12	300 000	19,720 20	20,196.87	-476 67				
Sale	08/06/12	03/20/12	200 000	13,150 31	13,464 58	-314 27				
Sale	08/06/12	04/11/12	500 000	32,875 76	33,388 50	-512.74				
Sale	08/06/12	04/11/12	500 000	32,875 76	33,391 48	-515 72				
Sale	08/09/12	04/11/12	500 000	33,426.60	33,391.47	35 13				
Sale	08/09/12	04/17/12	1,000.000	66,853 20	67,111.98	-258.78				
Sale	08/27/12	04/17/12	100 000	6,712.85	6,711 20	1 65				
Sale	08/27/12	04/17/12	700 000	46,985 49	46,978.38	7 11				

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Fidelity INVESTMENTS

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Short-term transactions (h)

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Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
8 Description, **1d** Stock or Other Symbol, CUSIP										
PROCTER & GAMBLE CO, PG, 742718109										
Sale	09/04/12	04/17/12	200 000	13,422 11	13,422 39	-0 28				
Sale	09/04/12	06/26/12	500 000	33,555.27	29,687.95	3,867 32				
Sale	09/04/12	06/27/12	100 000	6,711 05	5,988 45	722 60				
Sale	09/04/12	06/27/12	100 000	6,711 05	5,980 50	730 55				
Sale	09/04/12	06/27/12	100 000	6,711 06	5,981 00	730 06				
Subtotals				**319,710.71**	**315,694.75(c)**					
VERIZON COMMUNICATIONS, VZ, 92343V104										
Sale	12/21/12	11/15/12	100 000	4,348 81	4,178 80	170 01				
Sale	12/21/12	11/15/12	100 000	4,348 90	4,170 99	177 91				
Sale	12/21/12	11/15/12	200 000	8,697 36	8,341 98	355 38				
Sale	12/21/12	11/15/12	2,100 000	91,300 09	87,590 79	3,709 30				
Sale	12/21/12	11/19/12	100 000	4,347 62	4,256 48	91 14				
Sale	12/21/12	11/19/12	650 000	28,259 56	27,678.45	581 11				
Subtotals				**141,302.34**	**136,217.49(c)**					
VISA INC COM CL A, V, 92826C839										
Sale	02/09/12	10/20/11	300 000	34,199 08	27,474.75	6,724 33				
Sale	02/09/12	10/28/11	100 000	11,399.69	9,548 38	1,851 31				
Sale	02/29/12	10/28/11	100 000	11,693.01	9,548.37	2,144 64				
Sale	02/29/12	12/09/11	150 000	17,539 51	14,550.38	2,989 13				
Sale	03/07/12	12/09/11	100 000	11,539.79	9,700 25	1,839 54				
Sale	03/07/12	12/09/11	50 000	5,769.99	4,850.12	919.87				

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Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

[redacted]

Short-term transactions (h)

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8 Description, 1d Stock or Other Symbol, CUSIP

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 State Tax Withheld
VISA INC COM CL A, V, 92826C839										
Sale	03/07/12	01/03/12	50 000	5,769 99	5,133 44	636 55				
Sale	03/07/12	01/03/12	100 000	11,540 79	10,266.88	1,273.91				
Sale	03/07/12	01/03/12	100 000	11,542 39	10,266 88	1,275 51				
Sale	03/07/12	01/12/12	100 000	11,542.39	10,108 95	1,433 44				
Sale	03/07/12	01/12/12	100 000	11,544 19	10,100 50	1,443 69				
Sale	03/07/12	01/17/12	100 000	11,544 19	10,261 68	1,282 51				
Sale	03/07/12	01/17/12	100 000	11,541 74	10,261.67	1,280 07				
Sale	03/07/12	01/19/12	200.000	23,083 48	20,533 95	2,549 53				
Sale	03/27/12	03/20/12	100 000	11,998 09	11,702 76	295 33				
Sale	03/27/12	03/20/12	100.000	11,998 09	11,694.90	303 19				
Sale	03/27/12	03/20/12	300 000	35,994 29	35,083.80	910 49				
Subtotals				250,240.70	221,087.66(c)					
TOTALS				4,417,184.03	4,366,509.85(c)			0.00		
	Short-Term Realized Gain					193,963.43				
	Short-Term Realized Loss					-143,289.25				
	Wash Sale Loss Disallowed						65,020.18			

Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS You may be subject to different income tax reporting requirements Please contact your tax advisor if you have any questions.

STATEMENT FF

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

[redacted]

Long-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 State Tax Withheld
8 Description, 1d Stock or Other Symbol, CUSIP										
BERKSHIRE HATHAWAY FIN CORP 5 12500% 09/, 084664AY7										
Redemption	09/17/12	04/15/10	100,000 000	100,000 00	100,000.00	0 00				
DISNEY WALT CO, DIS, 254687106										
Sale	03/07/12	02/25/11	500 000	20,938 32	21,437.50	-499 18	499 18			
Sale	03/07/12	03/02/11	500 000	20,938 32	21,730 45	-792.13	792.13			
Sale	03/13/12	03/08/11	1,000 000	43,896 90	44,293.61(g)	-396.71				
Subtotals				**85,773.54**	**87,461.56(c)**					
ENTERPRISE PRODUCTS PPTNS LP, EPD, 293792107										
Sale	03/07/12	12/08/09	700 000	36,212 19	21,155.40	15,056.79				
Sale	03/14/12	12/08/09	50 000	2,560 09	1,511 10	1,048 99				
Subtotals				**38,772 28**	**22,666 50(c)**					
FIDELITY INVESTMENT GRADE, FBNDX, 316146109										
Sale	02/02/12	07/29/10	19,230.769	150,000 00	141,574.65	8,425 35				
Sale	02/28/12	various	12,841 513	100,035 38	94,537 70	5,497 68				
Subtotals				**250,035.38**	**236,112 35(c)**					
FIDELITY SHORT TERM BOND, FSHBX, 316146208										
Sale	01/05/12	various	8,833 922	75,000 00	74,589 43	410 57				
Sale	01/27/12	various	6,801 150	58,013 81	57,425.67	588 14				
Subtotals				**133,013.81**	**132,015.10(c)**					
GENERAL ELEC CAP CORP MTN BE 5 87500% 02, 36962GXS8										
Redemption	02/15/12	01/12/09	50,000 000	50,000 00	50,000 00	0 00				

Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.

STATEMENT FF

2012 Informational Tax Reporting Statement

Long-term transactions (h)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 State Tax Withheld
TOTALS				657,595.01	628,255.51(c)			0.00		
	Long-Term Realized Gain					31,027.52				
	Long-Term Realized Loss					-1,688.02				
	Wash Sale Loss Disallowed						1,291.31			

Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
BIG BROTHERS/BIG SISTERS 230 NORTH 13TH STREET PHILADELPHIA, PA 19107	NONE	PUBLIC CHARITY	GENERAL	7,500.
BIRCH WATHEN LENOX 210 EAST 77TH STREET NEW YORK, NY 10075	NONE	PUBLIC CHARITY	GENERAL	5,000.
CARAMOOR 149 GIRDLE RIDGE ROAD KATONAH, NY 10536	NONE	PUBLIC CHARITY	GENERAL	1,500.
CITY HARVEST 575 EIGHTH AVENUE - 4TH FL NEW YORK, NY 10018	NONE	PUBLIC CHARITY	GENERAL	1,500.
CITY OF HOPE 1500 EAST DUARTE ROAD DUARTE, CA 91010	NONE	PUBLIC CHARITY	GENERAL	2,500.
CORPORATE ANGEL NETWORK ONE LOOP ROAD WHITE PLAINS, NY 10604	NONE	PUBLIC CHARITY	GENERAL	3,000.
FEDERAL DRUG AGENTS FOUNDATION NORTH SHORE PLAZA, 380 NORTH BROADWAY, 2ND FL JERICHO, NY 11753	NONE	PUBLIC CHARITY	GENERAL	12,500.
JEWELERS FOR CHILDREN 120 BROADWAY, 28TH FLOOR NEW YORK, NY 10271	NONE	PUBLIC CHARITY	GENERAL	5,000.
JEWELERS FOR VETERANS 580 FIFTH AVENUE, SUITE 1618 NEW YORK, NY 10036	NONE	PUBLIC CHARITY	GENERAL	3,000.
KROHNS COLITIS FOUNDATION 360 PARK AVE SOUTH - 17TH FL NEW YORK, NY 10016	NONE	PUBLIC CHARITY	GENERAL	2,000.
Total from continuation sheets				135,800.

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05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MAHOPAC PUBLIC LIBRARY 668 ROUTE SIX MAHOPAC, NY 10541	NONE	PUBLIC CHARITY	GENERAL	1,000.
MAKE A WISH FOUNDATION 4742 N. 24TH ST - SUITE 400 PHOENIX, AZ 85016	NONE	PUBLIC CHARITY	GENERAL	3,750.
MARIA FARERI CHILDRENS HOSPITAL 100 WOODS ROAD VALHALLA, NY 10595	NONE	PUBLIC CHARITY	GENERAL	1,500.
MULTIPLE SCLEROSIS FOUNDATION 6520 NORTH ANDREWS AVE FORT LAUDERDALE, FL 33309	NONE	PUBLIC CHARITY	GENERAL	1,250.
NATIONAL ASSOCATION OF WOMEN ARTIST 80 FIFTH AVENUE - SUITE 1405 NEW YORK, NY 10011	NONE	PUBLIC CHARITY	GENERAL	2,000.
NATIONAL OSTEOPORSIS FOUNDATION 1150 17TH STREET, NW SUITE 850 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	GENERAL	2,000.
NY RESTORATION PROJECT 254 W 31ST ST - NO. 10 NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL	2,500.
OVARIAN CANCER RESEARCH 14 PENNSYLVANIA PLAZA - SUITE 1710 NEW YORK, NY 10122	NONE	PUBLIC CHARITY	GENERAL	2,500.
PRATT INSTITUTE 200 WILLOUGHBY AVE BROOKLYN, NY 11205	NONE	PUBLIC CHARITY	GENERAL	1,250.
PUBLIC THEATER 425 LAFAYETTE STREET NEW YORK, NY 10003	NONE	PUBLIC CHARITY	GENERAL	4,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PUTNAM HOSPITAL 670 STONELEIGH AVENUE CARMEL, NY 10512	NONE	PUBLIC CHARITY	GENERAL	10,000.
ROBIN HOOD 826 BROADWAY, 9TH FLOOR NEW YORK, NY 10003	NONE	PUBLIC CHARITY	GENERAL	1,500.
SCLERODERMIA RESEARCH 220 MONTGOMERY STREET - SUITE 1411 SAN FRANCISCO, CA 94104	NONE	PUBLIC CHARITY	GENERAL	10,000.
SEPHARDIC TEMPLE 5 EAST 62ND STREET NEW YORK, NY 10065	NONE	PUBLIC CHARITY	GENERAL	3,000.
SUNDANCE INSTITUTE 180 VARICK STREET - SUITE 1330 NEW YORK, NY 10014	NONE	PUBLIC CHARITY	GENERAL	2,500.
TEMPLE BETH SHALOM 740 NORTH BROADWAY NEW YORK, NY 10706	NONE	PUBLIC CHARITY	GENERAL	1,500.
THE TEDDY ATLAS FOUNDATION 543 CARY AVE STATEN ISLAND, NY 10310	NONE	PUBLIC CHARITY	GENERAL	3,000.
WESTCHESTER PHILHARMONIC 123 MAIN STREET WHITE PLAINS, NY 10601	NONE	PUBLIC CHARITY	GENERAL	1,000.
WOMEN FOR WOMEN INTERNATIONAL P.O. BOX 9224 CENTRAL ISLIP, NY 11722	NONE	PUBLIC CHARITY	GENERAL	500.
WOMENS JEWELRY ASSOCIATION 52 VANDERBILT AVE, 19TH FL NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL	4,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NATIONAL KIDNEY FOUNDATION 30 EAST 33RD STREET #3 NEW YORK, NY 10116	NONE	PUBLIC CHARITY	GENERAL	500.
AMERICAN LEGION RIDERS 179 SULLIVAN ST NEW YORK, NY 10012	NONE	PUBLIC CHARITY	GENERAL	300.
BLESSING IN A BACKPACK 4121 SHELBYVILLE ROAD LOUISVILLE, KY 40207	NONE	PUBLIC CHARITY	GENERAL	2,000.
THE SATO PROJECT 136 NELSON STREET BROOKLYN, NY 11231	NONE	PUBLIC CHARITY	GENERAL	3,000.
UNITED JEWISH APPEAL FEDERATION 130 EAST 59TH STREET NEW YORK, NY 10022	NONE	PUBLIC CHARITY	GENERAL	500.
NY YOUTH CRICKET PROJECT PO BOX 820867 HOUSTON, TX 77282	NONE	PUBLIC CHARITY	GENERAL	250.
DETROIT DOG RESCUE PO BOX 806119 ST. CLAIR SHORES , MI 48080	NONE	PUBLIC CHARITY	GENERAL	5,000.
VENTURA COUNTY BALLET 505 POLI ALLEY WAY VENTURA, CA 93001	NONE	PUBLIC CHARITY	GENERAL	16,500.
MANHATTAN COLLEGE 4513 MANHATTAN COLLEGE PKWY NEW YORK, NY 10463	NONE	PUBLIC CHARITY	GENERAL	2,500.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD BRONX, NY 10460	NONE	PUBLIC CHARITY	GENERAL	1,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
DIAMOND EMPOWERMENT FUND 1601 BROADWAY NEW YORK, NY 10019	NONE	PUBLIC CHARITY	GENERAL	1,500.
Total from continuation sheets				

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST & DIVIDENDS THRU ENTERPRISE PRODUCTS	115,882.	6,145.	109,737.
TOTAL TO FM 990-PF, PART I, LN 4	115,883.	6,145.	109,738.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERS, L.P.	8,345.	8,345.	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,345.	8,345.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	952.	762.		190.
TO FM 990-PF, PG 1, LN 16A	952.	762.		190.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	25,000.	20,000.		5,000.
TO FORM 990-PF, PG 1, LN 16B	25,000.	20,000.		5,000.

FORM 990-PF	TAXES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	13,073.	8,715.		4,358.
TO FORM 990-PF, PG 1, LN 18	13,073.	8,715.		4,358.

FORM 990-PF	OTHER EXPENSES	STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,008.	1,606.		402.
INVESTMENT ADVISORY FEES	13,931.	13,931.		0.
TO FORM 990-PF, PG 1, LN 23	15,939.	15,537.		402.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1000 SHS BLACKROCK INTL GROWTH & INCOME	0.	0.
250 SHS DOMINION RESOURCES INC	0.	0.
550 SHS DUKE ENERGY CORP NEW	0.	0.
STOCKS - MAIDEN CAPITAL	0.	0.
STOCKS - SEE STATEMENT GG - FIDELITY	381,579.	388,196.
STOCKS - SEE STATEMENT KK - MERRILL LYNCH ACCT#04291	0.	0.
STOCKS - SEE STATEMENT JJ - MERRILL LYNCH ACCT#04293	967,017.	970,099.
STOCKS - SEE STATEMENT II - MERRILL LYNCH ACCT#04292	202,903.	218,044.
111 SHS BERKSHIRE HATHAWAY INC DEL	0.	0.
2785.533 SHS BLACKROCK GLBL ALLOCATION	0.	0.
675.136 SHS FIRST EAGLE SOGEN FDS INC	0.	0.
1944.139 SHS PIMCO TOTAL RETURN	0.	0.
STATEMENT LL - TD ACCT#7051	386,260.	392,342.
STATEMENT KK TD ACCT#6455	128,803.	130,298.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,066,562.	2,098,979.

Fidelity INVESTMENTS

STATEMENT GG

Investment Report

December 1, 2012 - December 31, 2012

Fidelity Account sm Y02-171808 LOUIS FEINBERG FOUNDATION

Holdings (Symbol) as of December 31, 2012	Performance December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012
Bonds *23% of holdings*						
M JPMORGAN CHASE & CO GLBL SB NT 5 75000% 01/02/2013 FIXED COUPON MOODYS A3 S&P A- SEMIANNUALLY AI $1,429 51 EAI. $1,437.50 CUSIP. 46625HAT7		50,000 000	$100 000	$50,001 20*B*	$50,195 00	$50,000 00
M BERKSHIRE HATHAWAY FIN CORP 4 50000% 01/15/2013 FIXED COUPON MOODYS Aa2 S&P AA+ SEMIANNUALLY MAKE WHOLE CALL AI $1,037 50 EAI $1,125 00 CUSIP 084664AZ4		50,000 000	100 137	50,020.16*B*	50,226.50	50,068 50
M SHELL INTERNATIONAL FIN 01 87500% 03/25/2013 FIXED COUPON MOODYS Aa1 S&P AA SEMIANNUALLY MAKE WHOLE CALL AI.-- EAI -- CUSIP 822582AL6		100,000.000	100.357	100,062 00	100,479 00	100,357 00
M BERKSHIRE HATHAWAY FIN CORP 5 00000% 08/15/2013 FIXED COUPON MOODYS Aa2 S&P AA+ SEMIANNUALLY MAKE WHOLE CALL AI $944.44 EAI $2,500 00 CUSIP: 084664BG5		50,000.000	102.844	50,396.21*B*	51,604 00	51,422.00

Fidelity INVESTMENTS STATEMENT GG

Investment Report

December 1, 2012 - December 31, 2012

Fidelity Account ℠ **Y02-171808** LOUIS FEINBERG FOUNDATION

Holdings (Symbol) as of December 31, 2012	Performance December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012
M BERKSHIRE HATHAWAY FINANCE CORP NOTE 4 625% 10/15/2013 FIXED COUPON MOODYS Aa2 S&P AA+ SEMIANNUALLY NEXT CALL DATE 01/31/2013 MAKE WHOLE CALL AI $488 19 EAI $2,312 50 CUSIP 084664AD3		50,000.000	103 215	50,387.03B	51,839.00	51,607.45
Subtotal of Bonds				**300,866.60**		**303,454.95**
Mutual Funds ***30% of holdings***						
FIDELITY INVESTMENT GRADE (FBNDX)	*30-day Yield 1.53%*	41,165 076	8 000	323,707.45	329,648.64	329,320.61
M FIDELITY INVESTMENT GRADE (FBNDX)	*30-day Yield· 1 53%*	7,359.411	8 000	57,871.78	58,933.94	58,875 29
Subtotal of Mutual Funds				**381,579.23**		**388,195.90**
Core Account ***47% of holdings***						
CASH		606,052.070	1.000	not applicable	204,211.49	606,052.07

For balances between $500,000 00 and $999,999 99, the current Interest rate is 00 01%.

STATEMENT HH

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

December 01, 2012 - December 31, 2012

Money Account Description	*Opening Balance*	*Average Deposit Balance*	*Current Yield%*	*Interest on Deposits*	*Closing Balance*
FIA Card Services, N.A.	40,219	41,340	07	2.46	**41,892**
Bank of America RI, N A	1	1	.07	0.00	**1**
TOTAL ML Bank Deposit Program	40,220			2 46	**41,893**

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Estimated Annual Income*	*Est. Annual Yield%*
CASH	971 72	971.72		**971.72**		
ML BANK DEPOSIT PROGRAM	41,893.00	41,893.00	1.0000	**41,893.00**	**29**	07
TOTAL		42,864 72		**42,864.72**	**29**	.07

CORPORATE BONDS *Description*	*Acquired*	*Quantity*	*Adjusted/Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Accrued Interest*	*Estimated Annual Income*	*Current Yield%*
Δ COCA-COLA HBC FINANCE BV *COMPANY GUARNT GLB 05.125% SEP 17 2013* *MOODY'S. BAA1 S&P. BBB< CUSIP. 1912EQAC6* *ORIGINAL UNIT/TOTAL COST: 102.9698/25,742.47*	04/17/09	25,000	25,207.02	102.4740	**25,618.50**	411 48	370 14	**1,282**	5 00
MORGAN STANLEY *SUBORDINATED GLB 04 750% APR 01 2014* *MOODY'S: BAA2 S&P: BBB+ CUSIP. 61748AAE6*	11/22/04	25,000	24,928 75	103 5480	**25,887.00**	958 25	296.88	**1,188**	4 58
Δ GOLDMAN SACHS GROUP INC *GLB 06 250% SEP 01 2017* *MOODY'S: A3 S&P. A- CUSIP: 38144LAB6* *ORIGINAL UNIT/TOTAL COST· 106 6500/26,662 52*	08/10/09	25,000	26,230 79	117 9620	**29,490.50**	3,259 71	520.83	**1,563**	5 29

Merrill Lynch Wealth Management
Bank of America Corporation

LOUIS FEINBERG FOUNDATION

Account Number: 852-04293

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ DIAGEO CAPITAL PLC COMPANY GUARNT GLB 05.750% OCT 23 2017 MOODY'S: A3 S&P: A< CUSIP: 25243YAM1 ORIGINAL UNIT/TOTAL COST. 106 7430/26,685.77	08/10/09	25,000	26,253.82	120 4770	**30,119.25**	3,865 43	271.53	**1,438**	4 77
Δ VERIZON COMMUNICATIONS GLB 05 500% FEB 15 2018 MOODY'S: A3 S&P: A- CUSIP: 92343VAL8 ORIGINAL UNIT/TOTAL COST: 105.8844/26,471.12	08/10/09	25,000	26,113 06	120.0870	**30,021.75**	3,908.69	519 44	**1,375**	4 58
Δ JOHN DEERE CAPITAL CORP SER MTN 05 350% APR 03 2018 MOODY'S: A2 S&P: A CUSIP: 24422EQR3 ORIGINAL UNIT/TOTAL COST: 104 4039/26,100.98	08/10/09	25,000	25,839.44	119 3310	**29,832.75**	3,993.31	326.94	**1,338**	4.48
Δ PHILIP MORRIS INTL INC GLB 05 650% MAY 16 2018 MOODY'S. A2 S&P: A CUSIP: 718172AA7 ORIGINAL UNIT/TOTAL COST: 105 6872/26,421 82	08/10/09	25,000	26,091.50	121 2390	**30,309.75**	4,218.25	176.56	**1,413**	4.66
TOTAL		175,000	180,664.38		**201,279.50**	20,615 12	2,482.32	**9,597**	4 77

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
CIT GROUP INC NEW	CIT	11/22/04	61	27.8724	1,700.22	38 6400	**2,357.04**	656.82		
TOTAL					1,700 22		**2,357.04**	656.82		

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
BLACKROCK GLOBAL	5,370	99,989 40	18.3800	**98,700.60**	(1,288 80)	99,989	**(1,288)**	**527**	53

Merrill Lynch

BUCHBINDER TUNICK & CO

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
100	BRISTOL-MYERS SQUIBB CO	12/12/12	3,322 99	3,259.00	(63 99)	140.00
53	CHEVRON CORP	02/16/07	3,748 69	5,731 42	1,982.73	191.00
3	CHEVRON CORP	04/18/07	233.58	324.42	90.84	11 00
7	CHEVRON CORP	03/26/10	519 95	756 98	237 03	26 00
1	CHEVRON CORP	04/12/10	80 52	108.14	27 62	4 00
1	CHEVRON CORP	04/13/10	80 00	108.14	28.14	4 00
9	CHEVRON CORP	04/15/10	730 40	973 26	242 86	33.00
26	CHEVRON CORP	12/14/11	2,641 60	2,811.64	170.04	94 00
300	CONAGRA FOODS INC	12/13/12	9,061.74	8,850.00	(211.74)	300 00
64	DIGITAL RLTY TR INC	09/16/11	3,625.60	4,344 96	719 36	187 00
36	DIGITAL RLTY TR INC	12/14/11	2,268.72	2,444.04	175 32	106 00
100	DU PONT E I DE NEMOURS	10/03/12	4,967 99	4,497.85	(470.14)	172 00
125	EATON CORP PLC	12/04/12	6,488 20	6,772.50	284 30	190 00
200	GENERAL ELECTRIC	10/02/12	4,580.00	4,198 00	(382 00)	152 00
100	GENERAL ELECTRIC	10/22/12	2,135.99	2,099.00	(36.99)	76 00
27	INTEL CORP	09/24/08	506 36	556 74	50 38	25 00
27	INTEL CORP	09/26/08	505.22	556.74	51 52	25.00

PLEASE SEE REVERSE SIDE

 Statement Period Year Ending 12/31/12 Account No 852-04292

X 05803933

00-17-6060B-IPS5000 05-2011

Merrill Lynch

EMA Fiscal Statement

BUCHBINDER TUNICK & CO

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
17	INTEL CORP	10/08/08	282.84	350.54	67 70	16.00
24	INTEL CORP	01/07/09	346 63	494 88	148.25	22.00
10	INTEL CORP	04/15/09	152.39	206 20	53 81	9 00
9	INTEL CORP	04/16/09	143 01	185.58	42.57	9 00
11	INTEL CORP	06/23/09	175 47	226.82	51.35	10 00
14	INTEL CORP	08/10/10	278 15	288 68	10.53	13 00
2	INTEL CORP	10/20/10	39.39	41 24	1.85	2 00
10	INTEL CORP	11/04/10	207 50	206 20	(1 30)	9 00
3	INTEL CORP	02/02/11	64 80	61.86	(2.94)	3 00
46	INTEL CORP	09/16/11	1,001.42	948 52	(52.90)	42 00
100	INTEL CORP	01/10/12	2,580 65	2,062 00	(518 65)	90.00
200	JPMORGAN CHASE & CO	10/22/12	8,345 98	8,793 82	~~447-84~~	240.00
36	KRAFT FOODS GROUP INC SHS	02/16/07	1,314 65	1,636.92	322.27	72.00
10	KRAFT FOODS GROUP INC SHS	03/30/07	333.89	454.70	120 81	20 00
3	KRAFT FOODS GROUP INC SHS	09/15/09	84 67	136.41	51.74	6.00

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EMA Fiscal Statement

BUCHBINDER TUNICK & CO

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
3	KRAFT FOODS GROUP INC SHS	09/30/09	82.46	136.41	53.95	6 00
14	KRAFT FOODS GROUP INC SHS	12/14/11	528 11	636 58	108 47	28 00
134	KRAFT FOODS GROUP INC SHS	10/03/12	6,251 10	6,092.98	(158 12)	268 00
41	KIMBERLY CLARK	02/16/07	2,840.89	3,461.63	620.74	122.00
3	KIMBERLY CLARK	04/18/07	215.41	253.29	37 88	9 00
10	KIMBERLY CLARK	01/28/08	637.23	844 30	207.07	30 00
11	KIMBERLY CLARK	07/16/08	624.54	928.73	304 19	33 00
35	KIMBERLY CLARK	09/16/11	2,428 30	2,955.05	526 75	104 00
100	MERCK AND CO INC SHS	09/16/11	3,265 13	4,094.00	828 87	172 00
83	MCDONALDS CORP COM	09/16/11	7,323.92	7,321.43	(2 49)	256 00
17	MCDONALDS CORP COM	12/14/11	1,654.27	1,499.57	(154.70)	53 00
99	NEXTERA ENERGY INC SHS	09/16/11	5,457.87	6,849.81	1,391.94	238.00
1	NEXTERA ENERGY INC SHS	12/14/11	57.42	69 19	11 77	3 00
100	PACCAR INC	02/16/12	4,693.70	4,521.00	(172.70)	80 00
50	PHILIP MORRIS INTL INC	09/16/11	3,433.00	4,182.00	749.00	170.00

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BUCHBINDER TUNICK & CO

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
100	ROYAL DUTCH SHEL PLC SPONS ADR B	09/16/11	6,687.00	7,089.00	402.00	344 00
100	SEMPRA ENERGY	02/29/12	5,910 08	7,094 00	1,183.92	240.00
200	SPECTRA ENERGY CORP	09/16/11	5,229 98	5,476 00	246.02	244 00
100	SPECTRA ENERGY CORP	04/12/12	3,050 63	2,738 00	(312.63)	122 00
100	TORONTO DOMINION BANK	04/03/12	8,498 00	8,433.00	(65.00)	311 00
200	VERIZON COMMUNICATNS COM	09/16/11	7,301 12	8,654 00	1,352.88	412 00
200	XCEL ENERGY INC	09/16/11	5,059 00	5,342 00	283 00	216.00
	Total Equities		**167,395.52**	**181,458.17**	**14,062.65**	**6,838.00**
	Mutual Funds/Closed End Funds/UIT					
3,744	PIONEER MULTI ASSET ULTRASHORT INCOME FD Y	11/21/12	37,776.96	37,776 96		674 00
	2010 Fractional Share	11/21/12	2.02	2.03	0.01	1 00
	Total Mutual Funds/Closed End Funds/UIT		**37,778.98**	**37,778.99**	**0.01**	**675.00**

STATEMENT II

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BUCHBINDER TUNICK & CO

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Shorts					
1	CALL PCAR 00045 200 PACCAR INC EXP 01-19-2013	06/01/12	94 99	80.00	14.99	
1	CALL SRE 00077.500 SEMPRA ENERGY EXP 07-20-2013	12/21/12	59 99	65.00	(5.01)	
1	CALL KMB 00092.500 KIMBERLY CLARK EXP 07-20-2013	12/03/12	69.99	55 00	14.99	
2	CALL T 00038 000 AT&T INC EXP 07-20-2013	11/07/12	81.99	38.00	43.99	
1	CALL MCD 00097 500 MCDONALDS CORP COM EXP 06-22-2013	11/02/12	91 99	64 00	27 99	
1	CALL MO 00035 000 ALTRIA GROUP INC EXP 06-22-2013	11/02/12	37.99	20.00	17.99	
1	CALL NEE 00075.000 NEXTERA ENERGY INC SHS EXP 06-22-2013	12/19/12	69.99	40.00	29.99	
3	CALL CAG 00032 000 CONAGRA FOODS INC EXP 06-22-2013	12/14/12	149.99	97.50	52 49	

PLEASE SEE REVERSE SIDE

Merrill Lynch

BUCHBINDER TUNICK & CO

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Shorts					
1	CALL BMY 00036 000 BRISTOL-MYERS SQUIBB CO EXP 06-22-2013	12/13/12	37 99	27 00	10.99	
2	CALL BCE 00045.000 BCE INC EXP 06-22-2013	12/19/12	159 99	106.00	53.99	
2	CALL KRFT 00050 000 KRAFT FOODS GROUP INC EXP 03-16-2013	10/08/12	89.99	20 00	69 99	
1	CALL GE 00024 000 GENERAL ELECTRIC EXP 06-22-2013	10/22/12	37.99	25.00	12 99	
1	CALL MRK 00049 000 MERCK AND CO INC SHS EXP 04-20-2013	09/11/12	57.99	3 00	54 99	
1	CALL DLR 00070.000 DIGITAL RLTY TR INC EXP 04-20-2013	10/23/12	114 99	180 00	(65.01)	
1	CALL DD 00055 000 DU PONT E I DE NEMOURS EXP 04-20-2013	10/03/12	70.99	5 00	65.99	
1	CALL CVX 00125 000 CHEVRON CORP EXP 03-16-2013	09/20/12	215.99	12.00	203.99	

Merrill Lynch

BUCHBINDER TUNICK & CO

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Shorts					
3	CALL INTC 00025 000 INTEL CORP EXP 04-20-2013	11/02/12	107 99	24.00	83 99	
1	CALL RDSB 00080 000 ROYAL DUTCH SHEL PLC EXP 01-19-2013	08/07/12	44.99	5 00	39.99	
2	CALL GE 00025 000 GENERAL ELECTRIC EXP 03-16-2013	10/02/12	63 99	8.00	55.99	
2	CALL JPM 00046.000 JPMORGAN CHASE & CO EXP 01-19-2013	10/22/12	105 99	80.00	25.99	
1	CALL TD 00090 000 TORONTO DOMINION BANK EXP 01-19-2013	04/03/12	249.99	5 00	244 99	
1	CALL ABT 00070 000 ABBOTT LABS EXP 01-19-2013	07/02/12	42 99	9.00	33.99	
1	CALL ETN 00052 500 EATON CORP PLC EXP 01-19-2013	09/10/12	74.99	220.00	(145 01)	
2	CALL VZ 00047 000 VERIZON COMMUNICATNS COM EXP 01-19-2013	07/02/12	137.99	4 00	133 99	
	Total Shorts		2,271.76	1,192.50	1,079.26	0.00

PLEASE SEE REVERSE SIDE

Statement Period Year Ending 12/31/12

Account No. 852-04292

Merrill Lynch

EMA Fiscal Statement

BUCHBINDER TUNICK & CO

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
25,000	JOHN DEERE CAPITAL CORP SER MTN 05 350% APR 03 2018	08/10/09	25,839 44	29,832 75	3,993 31	328.94	1,338 00
	Total Corporate Bonds		**180,664.38**	**201,279.50**	**20,615.12**	**2,482.32**	**9,597.00**

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
61	CIT GROUP INC NEW	11/22/04	1,700.22	2,357 04	656 82	
	Total Equities		**1,700.22**	**2,357.04**	**656.82**	
	Mutual Funds/Closed End Funds/UIT					
2,700	GAMCO GLOBL GOLD NAT RES AND INCOME TR BY GABELLI	05/31/11	50,492 97	34,560 00	(15,932.97)	3,888 00
2,875	FIRST EAGLE GLOBAL CLASS C	04/13/12	134,866 37	137,338 75	2,472 38	463 00
	9620 Fractional Share	12/14/12	45.39	45.95	0.56	1 00
5,394	IVY ASSET STRATEGY FUND CL C	04/13/12	131,967 34	136,144.56	4,177.22	2,011.00
	.7570 Fractional Share	12/13/12	18 80	19.11	0.31	1 00

STATEMENT JJ

Merrill Lynch

BUCHBINDER TUNICK & CO

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
	Mutual Funds/Closed End Funds/UIT					
14,659	JP MORGAN INCOME BUILDER FUND CL C	06/29/11	139,993.45	144,097 97	4,104 52	6,347.00
	.6860 Fractional Share	06/29/11	6 55	6.74	0 19	1 00
14,347	PIONEER FLOATING RATE FUND CL C	03/02/11	99,998.59	99,568 18	(430.41)	3,701 00
	.2020 Fractional Share	03/02/11	1.41	1 40	(0 01)	1 00
10,604	LORD ABBETT FLOATING RATE FUND CL C	03/02/11	99,995 72	99,783 64	(212.08)	4,528 00
	4540 Fractional Share	03/02/11	4.28	4 27	(0 01)	1 00
5,370	BLACKROCK GLOBAL ALLOCATION FD INC C	03/02/11	99,989 40	98,700.60	(1,288 80)	527.00
	.5690 Fractional Share	03/02/11	10.59	10.46	(0 13)	1 00
26,880	BLACKROCK HIGH YLD BOND PORT CLASS C	04/05/12	207,924.09	217,459.20	9,535.11	11,102 00
	.1990 Fractional Share	12/24/12	1 61	1.61		1 00
	Total Mutual Funds/Closed End Funds/UIT		**965,316.56**	**967,742.44**	**2,425.88**	**32,574.00**

STATEMENT KK

Account 917-026455
THE LOUIS FEINBERG FOUNDATION
ATTN JOEL WEISS, STACY TRUPPNER &
OWEN SCHWARTZ
CORPORATION

MONTHLY STATEMENT

Reporting Period: **December 1 - 31, 2012**

HOLDINGS DETAIL

CASH AND CASH ALTERNATIVES

Investment Description	Market Value
FDIC INSURED DEPOSIT ACCOUNT IDA12 NOT COVERED BY SIPC	$4,439.92
TOTAL CASH & CASH ALTERNATIVES	**$4,439.92**

EXCHANGE TRADED FUNDS (ETFs)

Investment Description	Symbol/ CUSIP	Quantity	Closing Price	Market Value
ISHARES CORE S&P MID-CAP ETF	IJH	451	$101.70	$45,866.70
ISHARES BARCLAYS 3-7 YR TREAS BOND FD	IEI	302	123.22	37,212.44
PROSHARES ULTRA 7-10 YEAR TREASURY	UST	468	56.75	26,559 00
PROSHARES ULTRA MIDCAP400	MVV	279	74.05	20,659.95
TOTAL EXCHANGE TRADED FUNDS (ETFs)				**$130,298.09**
TOTAL EXCHANGE TRADED FUNDS- LONG POSITION				130,298.09

TOTAL HOLDINGS	**$134,738.01**
TOTAL ACCOUNT VALUE	**$134,738.01**

STATEMENT LL

Account 914-037051
THE LOUIS FEINBERG FOUNDATION
ATTN JOEL WEISS, STACY
TRUPPNER & OWEN SCHWARTZ
CORPORATION

MONTHLY STATEMENT

Reporting Period: **December 1 - 31, 2012**

HOLDINGS DETAIL

CASH AND CASH ALTERNATIVES

Investment Description	Market Value
FDIC INSURED DEPOSIT ACCOUNT IDA12 NOT COVERED BY SIPC	$37,340.25
TOTAL CASH & CASH ALTERNATIVES	**$37,340.25**

EXCHANGE TRADED FUNDS (ETFs)

Investment Description	Symbol/ CUSIP	Quantity	Closing Price	Market Value
AMEX SPDR HEALTH CARE SELECT INDEX	XLV	322	$39.8805	$12,841.52
GLOBAL X FUNDS MLP INDEX ETF	MLPA	1,475	14.53	21,431.75
ISHARES S&P 500 VALUE INDEX FUND	IVE	324	66.39	21,510 36
ISHARES MORNINGSTAR MULTI ASSETS INC	IYLD	1,619	26.17	42,369.23
SPDR S&P HI YLD DIV ARISTOCRATS IDX	SDY	83 200 548	58.16	31,871 68
SSGA ACTIVE ETF TRUST GLOBAL ALLOCATION	GAL	2,084	30.9696	64,540.65
VANGUARD INTERMEDIATE TERM BOND FUND	BIV	380	88.25	33,535.00
TOTAL EXCHANGE TRADED FUNDS (ETFs)				**$228,100.19**
TOTAL EXCHANGE TRADED FUNDS- LONG POSITION				**228,100.19**

STATEMENT LL

Account 914-037051
THE LOUIS FEINBERG FOUNDATION
ATTN JOEL WEISS, STACY
TRUPPNER & OWEN SCHWARTZ
CORPORATION

MONTHLY STATEMENT

Reporting Period: **December 1 - 31, 2012**

HOLDINGS DETAIL *(continued)*

MUTUAL FUNDS

Investment Description	Symbol/ CUSIP	Quantity	Closing Price	Market Value
DOUBLELINE TOTAL RETURN BOND I	DBLTX	5,640.917	$11.33	$63,911.59
FIRST EAGLE SOGEN FDS INC GLOBAL FD CL I	SGIIX	1,293.83	48.76	63,087.15
TOTAL MUTUAL FUNDS				**$126,998.74**

STOCKS

Investment Description	Symbol/ CUSIP	Quantity	Closing Price	Market Value
BERKSHIRE HATHAWAY INC DEL CL B	BRK B	250	$89.70	$22,425 00
CHEVRON CORP COM	CVX	56	108 14	6,055.84
JOHNSON & JOHNSON COM	JNJ	125	70.10	8,762.50
TOTAL STOCKS				**$37,243.34**
	TOTAL STOCKS- LONG POSITION			37,243.34
TOTAL HOLDINGS				**$429,682.52**
TOTAL ACCOUNT VALUE				**$429,682.52**

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP BONDS - SEE STATEMENT GG - FIDELITY	300,867.	303,455.
CORP BONDS - SEE STATEMENT HH - MERRILL LYNCH ACCT#04293	180,664.	201,280.
TOTAL TO FORM 990-PF, PART II, LINE 10C	481,531.	504,735.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
202 SHS SPDR S&P HI YLD DIV ARISTOCRATS	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

Form **8868** (Rev. January 2013)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE LOUIS FEINBERG FOUNDATION(CORP.)	13-7135427
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BT & CO., LLP ONE PENN PLAZA, NO. 5335	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10119	

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

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

- The books are in the care of ▶ BUCHBINDER TUNICK AND CO., LLP ONE PENN PLAZA, STE 5335 - NEW YORK, NY 10119

  Telephone No ▶ 2126955003 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______, and ending ______.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 1,868.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 5,934.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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