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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
Monsignor Richard S. Amico
Memorial Charitable Trust

A Employer identification number
14-6325054

Number and street (or P O box number if mail is not delivered to street address)
P.O. Box 1410

Room/suite

B Telephone number (see instructions)
716-825-7377

City or town, state, and ZIP code
Buffalo NY 14240-1410

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,722,167

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)	50			
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	1	1		
4	Dividends and interest from securities	58,480	58,480		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	51,780			
b	Gross sales price for all assets on line 6a 1,389,526				
7	Capital gain net income (from Part IV, line 2)		51,780		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	110,311	110,261	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 1	2,187	2,187		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att. sch) Stmt 2	20,267	20,267		
24	**Total operating and administrative expenses.** Add lines 13 through 23	22,454	22,454	0	0
25	Contributions, gifts, grants paid	125,000			125,000
26	**Total expenses and disbursements.** Add lines 24 and 25	147,454	22,454	0	125,000
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-37,143			
b	**Net investment income** (if negative, enter -0-)		87,807		
c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	3,498	10,142	10,142
	2	Savings and temporary cash investments	38,523	39,167	39,167
	3	Accounts receivable ▶			
		Less. allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less· allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att. schedule) ▶			
		Less: allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) See Stmt 3	1,619,254	1,579,006	1,647,935
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) See Statement 4	29,106	24,923	24,923
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	1,690,381	1,653,238	1,722,167
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ▶ [X]			
	24	Unrestricted	1,690,381	1,653,238	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,690,381	1,653,238	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,690,381	1,653,238	

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	1,690,381
2	Enter amount from Part I, line 27a	2	-37,143
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,653,238
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,653,238

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See attached MS 571-010604-127	P	Various	Various
b	Captial Gain Distribution			
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	1,382,787		1,337,746	45,041
b	6,739			6,739
c				
d				
e				

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				45,041
b				6,739
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	51,780
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	123,992	1,796,767	0.069008
2010	103,533	1,753,343	0.059049
2009	99,809	1,683,358	0.059292
2008	104,668	1,785,298	0.058628
2007			

2	**Total** of line 1, column (d)	2	0.245977
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.061494
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,734,685
5	Multiply line 4 by line 3	5	106,673
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	878
7	Add lines 5 and 6	7	107,551
8	Enter qualifying distributions from Part XII, line 4	8	125,000

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	878
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	878
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	878
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 825		
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	825
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	1
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	54
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be. **Credited to 2013 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____ (2) On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	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 Stmt 5	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 ▶ Michael A. Ervolina, Jr. Telephone no ▶
45 S. Rossler St.
Located at ▶ Buffalo NY ZIP+4 ▶ 14206

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions)	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 ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	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)? (see instructions) ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 6				

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

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

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

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

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

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

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

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

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

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

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	1,746,704
b	Average of monthly cash balances	1b	14,398
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,761,102
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	1,761,102
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	26,417
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,734,685
6	**Minimum investment return.** Enter 5% of line 5	6	86,734

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	86,734
2a	Tax on investment income for 2012 from Part VI, line 5 2a 878		
b	Income tax for 2012 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	878
3	Distributable amount before adjustments Subtract line 2c from line 1	3	85,856
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	85,856
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	85,856

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1a	125,000
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	125,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	878
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	124,122

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				85,856
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only				
b	Total for prior years 20 ___ , 20 ___ , 20 ___				
3	Excess distributions carryover, if any, to 2012:				
a	From 2007				
b	From 2008 15,611				
c	From 2009 16,023				
d	From 2010 18,800				
e	From 2011 35,965				
f	**Total** of lines 3a through e	86,399			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 125,000				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required – see instructions)				
c	Treated as distributions out of corpus (Election required – see instructions)				
d	Applied to 2012 distributable amount				85,856
e	Remaining amount distributed out of corpus	39,144			
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	125,543			
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount – see instructions				
e	Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions				
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	125,543			
10	Analysis of line 9:				
a	Excess from 2008 15,611				
b	Excess from 2009 16,023				
c	Excess from 2010 18,800				
d	Excess from 2011 35,965				
e	Excess from 2012 39,144				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ▶ ☐ 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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 7				125,000
Total			▶ 3a	125,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1	
4 Dividends and interest from securities			14	58,480	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	51,780	
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		110,261	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 110,261

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

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

- Co-Trustee 5/5/13

- Co-Trustee 5/5/13

Signature of officer or trustee | Date | Officer Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Lynn T. Domachowski		04/29/13	
Firm's name ▶ Tronconi Segarra & Associates, LLP		PTIN	P00561076
Firm's address ▶ 9280 Main St P.O. Box 387 Clarence, NY 14031-0387		Firm's EIN ▶	04-3728817
		Phone no	716-759-6879

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
State Tax	$ 260	$ 260	$	$
Federal Tax	1,647	1,647		
Foreign Taxes	280	280		
Total	$ 2,187	$ 2,187	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Legal & Accounting	1,500	1,500		
Investment Fees	18,767	18,767		
Total	$ 20,267	$ 20,267	$ 0	$ 0

Federal Statements

Statement 3 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Common Stock-See Attached Schedule	$ 456,043	$ 244,200	Cost	$ 267,746
Mutual Funds-See attached Sechedule	1,163,211	1,334,806	Cost	1,380,189
Total	$ 1,619,254	$ 1,579,006		$ 1,647,935

Statement 4 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Cost Basis Adjustment	$ 29,106	$ 24,923	Cost	$ 24,923
Total	$ 29,106	$ 24,923		$ 24,923

Federal Statements

Statement 5 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name	Address	City, State, Zip
Estate of Msgr. Richard Amico		
	6304 Everwood Court	East Amherst NY 14051

Federal Statements

Statement 6 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
James M. Arena 60 Clark Street Elma NY 14059	Co-Trustee	1.00	0	0	0
Michael A. Ervolina, Jr. 6304 Everwood Court East Amherst NY 14051	Co-Trustee	1.00	0	0	0
Richard C. Arena 1144 Underhill Road East Aurora NY 14052	Co-Trustee	1.00	0	0	0
Patricia Tufillaro 153 Bramble Court Williamsville NY 14221	Co-Trustee	1.00	0	0	0
Joan Ess 40 Oakgrove Drive Williamsville NY 14221	Co-Trustee	1.00	0	0	0

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

Name / Address	Relationship	Address / Status	Purpose	Amount
Heart, Love and Soul, Inc Niagara Falls NY 14305	none	939 Ontario Avenue Public Char.	Assistance with Center's costs	10,000
Benedict House of WNY Buffalo NY 14214	none	2211 Main Street Public Char	Assistance with Center's costs	10,000
Hospice Foundation of WNY Buffalo NY 14227	none	336 Como Park Blvd Public Char	Assistance with Center's costs	5,000
Retirement Fund for Relig Buffalo NY 14203	none	795 Main Street Public Char	Assistance with Center's costs	10,000
St. Luke's Mission of Mer Buffalo NY 14215	none	P.O.Box 448 Public Char	Assistance with Center's costs	5,000
Little Portion Friary Buffalo NY 14209	none	P.O. Box 891 Public Char	Assistance with Center's costs	5,000
Villa Maria College Buffalo NY 14225	none	240 Pine Ridge Rd. Public Char	Assistance with Center's Costs	5,000
Buffalo City Mission Buffalo NY 14203	none	100 E. Tupper Street Public Char	Assistance with Center's costs	5,000
Peaceprints Prison Minist Buffalo NY 14210	none	102 Seymour Street Public Char	Assistance with Center's costs	10,000
The Bison Scholarship Buffalo NY 14205	none	PO Box 1134 Public Char	Assistance with Center's costs	5,000
Society of St. Vincent's Buffalo NY 14209	none	1298 Main St. Public Char	Assistance with Center's costs	10,000
Niagara Catholic Niagara Falls NY 14304	none	520 66th Street Public Char	Assistance with School's costs	10,000
Foundation of the Roman Catholic Di Buffalo NY 14203	none	795 Main Street Pubic Char	Assistance with Foundation's costs	7,500
Sisters of Social Service Encino CA 91436	none	4316 Lanai Rd. Public Char	Assistance with Center's costs	5,000
Kevin Guest House Buffalo NY 14203	none	100 E. Tupper Street Public Char	Assist with Center's Cost	5,000
Try Program Buffalo NY 14211	none	228 Brinkman Ave. Public Char	Assist with Center's Costs	5,000
Harvest House Buffalo NY 14210	none	1782 Seneca St. Public Char	Assist with Center's Cost	5,000

Federal Statements

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

Name / Address	Relationship	Address / Status	Purpose	Amount
Helping Hands Food Pantry Buffalo NY 14217	none	3735 Delaware Ave, St 601 Public Char	Assist with Center's Costs	2,500
Rochester Institute of Technology Rochester NY 14623	none	56 Lomb Memorial Dr. nonprofit	Assist with Center's costs	5,000
Total				125,000

Holdings

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This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.
The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date.
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.
Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures.
New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Expanded Disclosures for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis. However, Global Currency Deposits may include both settled and unsettled positions Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$66.50			
MORGAN STANLEY BANK N.A. #	39,100.80	20.00	—	0.050

	Percentage of Assets %	Market Value	Estimated Annual Income Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS		$39,167.30	$20.00 $0.00
NET UNSETTLED PURCHASES/SALES		$(244.90)	
CASH, DEPOSITS AND MONEY MARKET FUNDS (PROJECTED SETTLED BALANCE)	2.3%	$38,922.40	

 # Bank Deposits are at either: (1) Morgan Stanley Bank, N.A., and Morgan Stanley Private Bank, National Association, or (2) Citibank, N.A., each a national bank, FDIC member and an affiliate of Morgan Stanley Smith Barney LLC.
The "Projected Settled Balance" includes accrued interest on deposits and reflects the impact of unsettled purchases/sales.

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Holdings

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STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ALLERGAN INC (AGN)	11/2/12	9.000	$92.399	$831.59	$825.57	$(6.02) ST		
	11/9/12	4.000	90.538	362.15	366.92	4.77 ST		
	11/9/12	2.000	89.905	179.81	183.46	3.65 ST		
	Total	15.000		1,373.55	**1,375.95**	2.40 ST	3.00	0.21
Share Price: $91.730; Next Dividend Payable 03/2013								
AMAZON COM INC (AMZN)	7/23/10	4.000	115.220	460.88	1,003.48	542.60 LT		
	1/14/11	5.000	185.500	927.50	1,254.35	326.85 LT		
	4/15/11	4.000	181.230	724.92	1,003.48	278.56 LT		
	6/3/11	1.000	190.870	190.87	250.87	60.00 LT		
	11/9/12	1.000	226.210	226.21	250.87	24.66 ST		
	Total	15.000		2,530.38	**3,763.05**	1,208.01 LT 24.66 ST	—	—
Share Price: $250.870								
AMER INTL GP INC NEW (AIG)	5/8/12	55.000	31.652	1,740.85	1,941.50	200.65 ST		
	9/11/12	27.000	32.991	890.76	953.10	62.34 ST		
	11/9/12	6.000	31.378	188.27	211.80	23.53 ST		
	Total	88.000		2,819.88	**3,106.40**	286.52 ST	—	—
Share Price: $35.300								
AMERICAN TOWER REIT COM (AMT)	1/14/11	3.000	50.610	151.83	231.81	79.98 LT		
	4/15/11	8.000	50.320	402.56	618.16	215.60 LT		
	5/20/11	2.000	53.370	106.74	154.54	47.80 LT		
	6/6/11	17.000	51.888	882.09	1,313.59	431.50 LT		
	11/9/12	4.000	74.390	297.56	309.08	11.52 ST		
	Total	34.000		1,840.78	**2,627.18**	774.88 LT 11.52 ST	32.64	1.24
Share Price: $77.270; Next Dividend Payable 03/2013								
ANGLOGOLD ASHANTI LIMITED (AU)	4/13/12	110.000	33.660	3,702.55	**3,450.70**	(251.85) ST	56.76	1.64
Share Price: $31.370								

CONTINUED

Holdings

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AON PLC SHS CL-A (AON)	4/13/12	35.000	48.695	1,704.33	**1,946.35**	242.02 ST	22.05	1.13
Share Price: $55.610; Next Dividend Payable 02/2013								
APACHE CORP (APA)	4/13/12	49.000	94.450	4,628.07	3,846.50	(781.57) ST		
	11/9/12	5.000	78.170	390.85	392.50	1.65 ST		
	Total	54.000		5,018.92	**4,239.00**	(779.92) ST	36.72	0.86
Share Price: $78.500; Next Dividend Payable 02/2013								
APPLE INC (AAPL)	6/16/11	4.000	324.197	1,296.79	2,128.68	831.89 LT		
	12/13/11	2.000	392.770	785.54	1,064.34	278.80 LT		
	4/3/12	1.000	628.940	628.94	532.17	(96.77) ST		
	5/9/12	3.000	570.147	1,710.44	1,596.51	(113.93) ST		
	5/18/12	2.000	533.845	1,067.69	1,064.34	(3.35) ST		
	6/15/12	1.000	571.180	571.18	532.17	(39.01) ST		
	11/9/12	1.000	540.010	540.01	532.17	(7.84) ST		
	11/15/12	2.000	528.060	1,056.12	1,064.34	8.22 ST		
	11/15/12	1.000	530.640	530.64	532.17	1.53 ST		
	Total	17.000		8,187.35	**9,046.93**	1,110.69 LT (251.15) ST	180.20	1.99
Share Price: $532.173; Next Dividend Payable 02/2013								
APPLIED MATERIALS INC (AMAT)	12/31/12	118.000	11.286	1,331.72	**1,349.92**	18.20 ST	42.48	3.14
Share Price: $11.440; Next Dividend Payable 03/2013								
BARRICK GOLD CORP (ABX)	4/13/12	56.000	41.508	2,324.46	1,960.56	(363.90) ST		
	11/9/12	2.000	36.850	73.70	70.02	(3.68) ST		
	Total	58.000		2,398.16	**2,030.58**	(367.58) ST	46.40	2.28
Share Price: $35.010; Next Dividend Payable 03/2013								
BEST BUY CO (BBY)	4/20/12	60.000	21.588	1,295.27	**711.00**	(584.27) ST	40.80	5.73
Share Price: $11.850; Next Dividend Payable 03/2013								
BIOGEN IDEC INC (BIIB)	1/11/12	12.000	116.000	1,392.00	1,756.44	364.44 ST		
	1/12/12	5.000	116.214	581.07	731.85	150.78 ST		
	11/9/12	1.000	135.190	135.19	146.37	11.18 ST		
	12/4/12	1.000	152.000	152.00	146.37	(5.63) ST		
	12/4/12	1.000	152.000	152.00	146.37	(5.63) ST		

CONTINUED

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Holdings

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	20.000		2,412.26	**2,927.40**	515.14 ST	—	—
Share Price: $146.370								
BLACKROCK INC (BLK)	5/23/12	10.000	162.242	1,622.42	2,067.10	444.68 ST		
	11/9/12	1.000	186.700	186.70	206.71	20.01 ST		
	Total	11.000		1,809.12	**2,273.81**	464.69 ST	66.00	2.90
Share Price: $206.710; Next Dividend Payable 03/2013								
BORG WARNER INC (BWA)	1/28/11	1.000	68.972	68.97	71.62	2.65 LT		
	4/15/11	6.000	71.550	429.30	429.72	0.42 LT		
	4/18/11	11.000	70.140	771.54	787.82	16.28 LT		
	6/3/11	1.000	69.200	69.20	71.62	2.42 LT		
	9/21/11	7.000	65.291	457.04	501.34	44.30 LT		
	11/9/12	5.000	62.000	310.00	358.10	48.10 ST		
	Total	31.000		2,106.05	**2,220.22**	66.07 LT 48.10 ST	—	—
Share Price: $71.620								
CA INCORPORATED (CA)	4/13/12	188.000	26.811	5,040.52	4,132.24	(908.28) ST		
	11/9/12	12.000	22.178	266.13	263.76	(2.37) ST H		
	11/9/12	6.000	22.178	133.07	131.88	(1.19) ST		
	Total	206.000		5,439.72	**4,527.88**	(911.84) ST	206.00	4.54
Share Price: $21.980; Next Dividend Payable 03/2013								
CABOT OIL & GAS CORP A (COG)	6/27/12	5.000	40.714	203.57	248.70	45.13 ST		
	6/28/12	22.000	40.102	882.25	1,094.28	212.03 ST		
	11/9/12	1.000	47.360	47.36	49.74	2.38 ST		
	Total	28.000		1,133.18	**1,392.72**	259.54 ST	2.24	0.16
Share Price: $49.740; Next Dividend Payable 02/2013								
CANADIAN NATURAL RESOURCES LTD (CNQ)	4/13/12	77.000	32.759	2,522.41	2,222.99	(299.42) ST		
	4/24/12	38.000	31.618	1,201.49	1,097.06	(104.43) ST		
	11/9/12	12.000	27.935	335.22	346.44	11.22 ST		
	Total	127.000		4,059.12	**3,666.49**	(392.63) ST	53.59	1.46
Share Price: $28.870; Next Dividend Payable 01/01/13								
CAPITAL ONE FINANCIAL CORP (COF)	9/5/12	28.000	56.000	1,567.99	**1,622.04**	54.05 ST	5.60	0.34
Share Price: $57.930; Next Dividend Payable 02/2013								

CONTINUED

Holdings

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CBS CORP NEW CL B SHRS (CBS)	4/27/12	2.000	34.198	68.40	76.10	7.70 ST		
	5/15/12	22.000	31.989	703.75	837.10	133.35 ST		
	6/25/12	17.000	31.249	531.23	646.85	115.62 ST H		
	11/9/12	7.000	34.070	238.49	266.35	27.86 ST		
	Total	48.000		1,541.87	**1,826.40**	284.53 ST	23.04	1.26
Share Price: $38.050; Next Dividend Payable 01/01/13								
CELGENE CORP (CELG)	10/27/11	12.000	65.183	782.19	941.64	159.45 LT		
	5/11/12	12.000	70.998	851.97	941.64	89.67 ST		
	6/18/12	8.000	66.088	528.70	627.76	99.06 ST H		
	11/9/12	7.000	71.433	500.03	549.29	49.26 ST		
	Total	39.000		2,662.89	**3,060.33**	159.45 LT 237.99 ST	—	—
Share Price: $78.470								
CERNER CORP (CERN)	1/14/11	4.000	47.560	190.24	310.04	119.80 LT		
	4/15/11	6.000	56.005	336.03	465.06	129.03 LT		
	7/30/12	10.000	73.605	736.05	775.10	39.05 ST		
	8/16/12	7.000	73.500	514.50	542.57	28.07 ST		
	8/17/12	1.000	72.660	72.66	77.51	4.85 ST		
	11/9/12	4.000	77.750	311.00	310.04	(0.96) ST		
	Total	32.000		2,160.48	**2,480.32**	248.83 LT 71.01 ST	—	—
Share Price: $77.510								
CISCO SYS INC (CSCO)	4/13/12	155.000	19.950	3,092.33	3,045.65	(46.68) ST		
	11/9/12	25.000	16.700	417.50	491.23	73.73 ST H		
	Total	180.000		3,509.83	**3,536.89**	27.05 ST	100.80	2.84
Share Price: $19.649; Next Dividend Payable 03/2013								
CITIGROUP INC NEW (C)	3/20/12	6.000	38.090	228.54	237.36	8.82 ST		
	4/13/12	72.000	34.620	2,492.64	2,848.32	355.68 ST		
	7/27/12	6.000	27.392	164.35	237.36	73.01 ST H		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	84.000		2,885.53	**3,323.04**	437.51 ST	3.36	0.10
Share Price: $39.560; Next Dividend Payable 02/2013								
COACH INC (COH)	3/13/12	7.000	78.634	550.44	388.57	(161.87) ST		
	4/13/12	2.000	74.710	149.42	111.02	(38.40) ST		
	4/24/12	10.000	73.080	730.80	555.10	(175.70) ST		
	8/28/12	6.000	56.707	340.24	333.06	(7.18) ST H		
	11/9/12	4.000	53.600	214.40	222.04	7.64 ST H		
	Total	29.000		1,985.30	**1,609.79**	(375.51) ST	34.80	2.16
Share Price: $55.510; Next Dividend Payable 03/2013								
COSTCO WHOLESALE CORP NEW (COST)	9/24/10	5.000	63.486	317.43	493.65	176.22 LT		
	1/14/11	7.000	71.350	499.45	691.11	191.66 LT		
	4/15/11	5.000	76.510	382.55	493.65	111.10 LT		
	11/9/12	3.000	94.510	283.53	296.19	12.66 ST		
	Total	20.000		1,482.96	**1,974.60**	478.98 LT 12.66 ST	22.00	1.11
Share Price: $98.730; Next Dividend Payable 03/2013								
COVIDIEN PLC NEW (COV)	5/16/12	7.000	54.498	381.48	404.18	22.70 ST		
	5/30/12	16.000	52.199	835.19	923.84	88.65 ST H		
	5/30/12	1.000	52.199	52.20	57.74	5.54 ST H		
	7/26/12	8.000	53.496	427.97	461.92	33.95 ST		
	11/9/12	7.000	54.719	383.03	404.18	21.15 ST		
	Total	39.000		2,079.87	**2,251.86**	171.99 ST	40.56	1.80
Share Price: $57.740; Next Dividend Payable 03/2013								
CVS CAREMARK CORP (CVS)	2/24/12	21.000	44.000	924.00	1,015.35	91.35 ST		
	3/1/12	10.000	45.000	450.00	483.50	33.50 ST		
	3/1/12	8.000	45.000	360.00	386.80	26.80 ST		
	3/1/12	2.000	45.000	90.00	96.70	6.70 ST		
	3/5/12	16.000	45.254	724.06	773.60	49.54 ST		
	3/9/12	4.000	45.438	181.75	193.40	11.65 ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	4/13/12	13.000	43.510	565.63	628.55	62.92 ST		
	5/8/12	19.000	44.866	852.46	918.65	66.19 ST		
	11/9/12	5.000	46.230	231.15	241.75	10.60 ST		
	Total	98.000		4,379.05	**4,738.30**	359.25 ST	88.20	1.86
Share Price: $48.350; Next Dividend Payable 02/2013								
DANAHER CORPORATION (DHR)	1/14/11	24.000	46.770	1,122.48	1,341.60	219.12 LT		
	4/15/11	16.000	52.090	833.44	894.40	60.96 LT		
	8/31/11	13.000	45.876	596.39	726.70	130.31 LT		
	9/15/11	16.000	46.397	742.35	894.40	152.05 LT		
	9/20/11	10.000	46.500	465.00	559.00	94.00 LT		
	11/9/12	15.000	51.911	778.66	838.50	59.84 ST		
	Total	94.000		4,538.32	**5,254.60**	656.44 LT 59.84 ST	9.40	0.17
Share Price: $55.900; Next Dividend Payable 03/2013								
DOLLAR GEN CORP NEW COM (DG)	6/6/12	32.000	48.463	1,550.83	1,410.88	(139.95) ST		
	7/31/12	3.000	50.943	152.83	132.27	(20.56) ST		
	10/31/12	4.000	48.258	193.03	176.36	(16.67) ST H		
	11/9/12	7.000	47.870	335.09	308.63	(26.46) ST		
	Total	46.000		2,231.78	**2,028.14**	(203.64) ST	—	—
Share Price: $44.090								
EBAY INC (EBAY)	4/19/12	17.000	40.900	695.30	866.95	171.65 ST		
	4/20/12	17.000	40.778	693.22	866.95	173.73 ST		
	10/15/12	15.000	47.401	711.01	764.96	53.95 ST		
	11/9/12	10.000	47.683	476.83	509.97	33.14 ST		
	Total	59.000		2,576.36	**3,008.86**	432.47 ST	—	—
Share Price: $50.998								
ECOLAB INC (ECL)	7/20/11	3.000	51.365	154.09	215.70	61.61 LT		
	9/22/11	29.000	49.000	1,420.99	2,085.10	664.11 LT		
	12/29/11	8.000	57.560	460.48	575.20	114.72 LT		
	11/9/12	5.000	69.992	349.96	359.50	9.54 ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	45.000		2,385.52	**3,235.50**	840.44 LT 9.54 ST	41.40	1.27
Share Price: $71.900; Next Dividend Payable 03/2013								
EDWARD LIFESCIENCES CORP (EW)	9/29/11	11.000	70.000	770.00	991.87	221.87 LT H		
	9/29/11	5.000	70.000	350.00	450.85	100.85 LT		
	11/9/12	2.000	86.700	173.40	180.34	6.94 ST		
	Total	18.000		1,293.40	**1,623.06**	322.72 LT 6.94 ST	—	—
Share Price: $90.170								
EMC CORP MASS (EMC)	8/29/11	28.000	22.250	623.00	708.40	85.40 LT		
	12/22/11	35.000	21.778	762.24	885.50	123.26 LT		
	4/13/12	41.000	29.216	1,197.85	1,037.30	(160.55) ST		
	11/9/12	6.000	24.160	144.96	151.80	6.84 ST H		
	Total	110.000		2,728.05	**2,783.00**	208.66 LT (153.71) ST	—	—
Share Price: $25.300								
ESTEE LAUDER CO INC CL A (EL)	9/24/10	3.000	30.940	92.82	179.58	86.76 LT		
	1/14/11	2.000	41.900	83.80	119.72	35.92 LT		
	4/15/11	10.000	47.710	477.10	598.60	121.50 LT		
	12/21/11	6.000	55.100	330.60	359.16	28.56 LT		
	11/9/12	3.000	57.260	171.78	179.58	7.80 ST		
	12/4/12	6.000	58.990	353.94	359.16	5.22 ST		
	Total	30.000		1,510.04	**1,795.80**	272.74 LT 13.02 ST	21.60	1.20
Share Price: $59.860; Next Dividend Payable 12/2013								
EXPRESS SCRIPTS HLDG CO COM (ESRX)	11/9/11	2.000	46.500	93.00	108.00	15.00 LT		
	5/11/12	16.000	56.239	899.83	864.00	(35.83) ST		
	5/17/12	20.000	52.452	1,049.04	1,080.00	30.96 ST		
	11/9/12	4.000	54.775	219.10	216.00	(3.10) ST H		
	11/9/12	4.000	54.775	219.10	216.00	(3.10) ST		
	Total	46.000		2,480.07	**2,484.00**	15.00 LT (11.07) ST	—	—
Share Price: $54.000								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
FACEBOOK INC CL-A (FB)	10/25/12	21.000	22.757	477.90	559.01	81.11 ST		
	11/9/12	5.000	19.972	99.86	133.09	33.23 ST		
	11/15/12	40.000	21.995	879.81	1,064.78	184.97 ST		
	11/15/12	24.000	22.000	528.00	638.87	110.87 ST		
	12/17/12	16.000	26.629	426.06	425.91	(0.15) ST		
	Total	106.000		2,411.63	**2,821.68**	410.03 ST	—	—
Share Price: $26.620								
FLUOR CORP NEW (FLR)	9/24/10	15.000	49.209	738.14	881.10	142.96 LT		
	1/14/11	8.000	69.900	559.20	469.92	(89.28) LT		
	4/15/11	11.000	67.090	737.99	646.14	(91.85) LT		
	11/9/12	4.000	51.520	206.08	234.96	28.88 ST		
	Total	38.000		2,241.41	**2,232.12**	(38.17) LT 28.88 ST	24.32	1.08
Share Price: $58.740; Next Dividend Payable 01/03/13								
FMC TECHNOLOGIES INC (FTI)	5/4/11	25.000	44.113	1,102.83	1,070.75	(32.08) LT		
	6/3/11	2.000	43.910	87.82	85.66	(2.16) LT		
	11/9/12	4.000	40.030	160.12	171.32	11.20 ST H		
	Total	31.000		1,350.77	**1,327.73**	(34.24) LT 11.20 ST	—	—
Share Price: $42.830								
FRANKLIN RESOURCES INC (BEN)	8/24/11	5.000	115.953	579.76	628.50	48.74 LT		
	8/24/11	1.000	115.950	115.95	125.70	9.75 LT		
	8/24/11	1.000	115.953	115.95	125.70	9.75 LT		
	8/24/11	3.000	115.953	347.86	377.10	29.24 LT		
	8/24/11	3.000	115.953	347.86	377.10	29.24 LT		
	9/13/11	2.000	112.500	225.00	251.40	26.40 LT		
	9/13/11	6.000	112.500	675.00	754.20	79.20 LT		
	11/9/12	1.000	127.860	127.86	125.70	(2.16) ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	22.000		2,535.24	**2,765.40**	232.32 LT (2.16) ST	25.52	0.92
Share Price: $125.700; Next Dividend Payable 03/2013								
GENERAL MTRS CO (GM)	4/13/12	39.000	24.092	939.57	1,124.37	184.80 ST		
	6/13/12	63.000	21.930	1,381.56	1,816.29	434.73 ST H		
	Total	102.000		2,321.13	**2,940.66**	619.53 ST	—	—
Share Price: $28.830								
GILEAD SCIENCE (GILD)	10/2/12	10.000	68.991	689.91	734.50	44.59 ST		
	10/3/12	2.000	69.820	139.64	146.90	7.26 ST		
	10/4/12	3.000	70.000	210.00	220.35	10.35 ST		
	10/10/12	8.000	68.338	546.70	587.60	40.90 ST		
	10/15/12	6.000	67.775	406.65	440.70	34.05 ST		
	11/9/12	3.000	64.610	193.83	220.35	26.52 ST		
	Total	32.000		2,186.73	**2,350.40**	163.67 ST	—	—
Share Price: $73.450								
GLAXOSMITHKLINE PLC ADS (GSK)	12/10/12	11.000	44.001	484.01	478.17	(5.84) ST		
	12/11/12	8.000	44.323	354.58	347.76	(6.82) ST		
	12/12/12	8.000	44.469	355.75	347.76	(7.99) ST		
	12/14/12	11.000	44.177	485.95	478.17	(7.78) ST		
	Total	38.000		1,680.29	**1,651.86**	(28.43) ST	88.12	5.33
Share Price: $43.470; Next Dividend Payable 01/03/13								
GOLDMAN SACHS GRP INC (GS)	4/17/12	1.000	117.478	117.48	127.56	10.08 ST H		
	4/17/12	16.000	117.478	1,879.65	2,040.96	161.31 ST		
	Total	17.000		1,997.13	**2,168.52**	171.39 ST	34.00	1.56
Share Price: $127.560; Next Dividend Payable 03/2013								
GOOGLE INC-CL A (GOOG)	9/21/11	4.000	550.325	2,201.30	2,829.52	628.22 LT		
	5/16/12	2.000	627.755	1,255.51	1,414.76	159.25 ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	6.000		3,456.81	**4,244.28**	628.22 LT 159.25 ST	—	—
Share Price: $707.380								
HALLIBURTON CO (HAL)	4/13/12	5.000	32.990	164.95	173.45	8.50 ST		
	6/21/12	12.000	28.936	347.23	416.28	69.05 ST H		
	6/21/12	11.000	28.936	318.30	381.59	63.29 ST H		
	6/21/12	6.000	28.936	173.62	208.14	34.52 ST H		
	6/21/12	3.000	28.936	86.81	104.07	17.26 ST H		
	6/21/12	10.000	28.936	289.36	346.90	57.54 ST		
	11/9/12	5.000	30.406	152.03	173.45	21.42 ST		
	Total	52.000		1,532.30	**1,803.88**	271.58 ST	18.72	1.03
Share Price: $34.690; Next Dividend Payable 03/2013								
HARTFORD FIN SERS GRP INC (HIG)	4/13/12	139.000	20.396	2,835.10	3,119.16	284.06 ST		
	8/2/12	19.000	16.094	305.79	426.36	120.57 ST H		
	Total	158.000		3,140.89	**3,545.52**	404.63 ST	63.20	1.78
Share Price: $22.440; Next Dividend Payable 01/02/13								
HCA HOLDINGS INC (HCA)	11/7/12	26.000	33.276	865.17	784.42	(80.75) ST		
	11/9/12	12.000	31.896	382.75	362.04	(20.71) ST		
	11/9/12	1.000	32.320	32.32	30.17	(2.15) ST		
	12/21/12	16.000	31.015	496.24	482.72	(13.52) ST		
	Total	55.000		1,776.48	**1,659.35**	(117.13) ST	—	—
Share Price: $30.170								
HOME DEPOT INC (HD)	10/8/12	5.000	62.074	310.37	309.25	(1.12) ST		
	10/10/12	6.000	60.540	363.24	371.10	7.86 ST		
	11/8/12	6.000	61.243	367.46	371.10	3.64 ST		
	11/9/12	3.000	60.610	181.83	185.55	3.72 ST		
	11/12/12	6.000	61.200	367.20	371.10	3.90 ST		
	11/13/12	6.000	63.777	382.66	371.10	(11.56) ST		
	11/27/12	6.000	64.290	385.74	371.10	(14.64) ST		
	Total	38.000		2,358.50	**2,350.30**	(8.20) ST	44.08	1.87
Share Price: $61.850; Next Dividend Payable 03/2013								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
INGERSOLL-RAND PLC SHS (IR)	4/13/12	35.000	39.905	1,396.66	**1,678.60**	281.94 ST	29.40	1.75
Share Price: $47.960; Next Dividend Payable 03/2013								
INTL BUSINESS MACHINES CORP (IBM)	5/18/12	6.000	196.348	1,178.09	1,149.30	(28.79) ST		
	5/22/12	1.000	197.880	197.88	191.55	(6.33) ST		
	6/25/12	3.000	193.190	579.57	574.65	(4.92) ST H		
	7/19/12	4.000	195.258	781.03	766.20	(14.83) ST H		
	7/23/12	3.000	190.607	571.82	574.65	2.83 ST		
	7/24/12	2.000	189.885	379.77	383.10	3.33 ST		
	9/7/12	3.000	199.000	597.00	574.65	(22.35) ST H		
	9/7/12	1.000	199.000	199.00	191.55	(7.45) ST H		
	11/9/12	2.000	190.013	380.03	383.10	3.07 ST H		
	11/9/12	2.000	190.013	380.02	383.10	3.08 ST		
	Total	27.000		5,244.21	**5,171.85**	(72.36) ST	91.80	1.77
Share Price: $191.550; Next Dividend Payable 03/2013								
INTUIT INC (INTU)	1/14/11	1.000	46.200	46.20	59.48	13.28 LT		
	1/28/11	2.000	46.580	93.16	118.95	25.79 LT		
	4/15/11	6.000	54.490	326.94	356.85	29.91 LT		
	8/24/11	19.000	45.538	865.23	1,130.03	264.80 LT		
	11/9/12	4.000	59.933	239.73	237.90	(1.83) ST		
	Total	32.000		1,571.26	**1,903.21**	333.78 LT (1.83) ST	21.76	1.14
Share Price: $59.475; Next Dividend Payable 01/2013								
INTUITIVE SURGICAL INC (ISRG)	1/18/11	1.000	293.628	293.63	490.37	196.74 LT		
	1/20/11	2.000	288.360	576.72	980.74	404.02 LT		
	4/15/11	1.000	365.610	365.61	490.37	124.76 LT		
	11/9/12	1.000	528.870	528.87	490.37	(38.50) ST		
	Total	5.000		1,764.83	**2,451.85**	725.52 LT (38.50) ST	—	—
Share Price: $490.370								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
JPMORGAN CHASE & CO (JPM)	8/8/11	2.000	35.398	70.80	87.93	17.13 LT		
	12/1/11	3.000	30.280	90.84	131.90	41.06 LT		
	12/1/11	23.000	30.280	696.44	1,011.28	314.84 LT		
	12/1/11	10.000	30.280	302.80	439.69	136.89 LT		
	1/25/12	15.000	37.431	561.46	659.53	98.07 ST		
	Total	53.000		1,722.34	**2,330.36**	509.92 LT 98.07 ST	63.60	2.72
Share Price: $43.969; Next Dividend Payable 01/2013								
LAS VEGAS SANDS CORPORATION (LVS)	3/1/11	3.000	43.364	130.09	138.48	8.39 LT		
	4/15/11	10.000	44.470	444.70	461.60	16.90 LT		
	6/3/11	1.000	42.520	42.52	46.16	3.64 LT		
	9/28/11	23.000	43.987	1,011.71	1,061.68	49.97 LT H		
	11/9/12	4.000	42.460	169.84	184.64	14.80 ST		
	Total	41.000		1,798.86	**1,892.56**	78.90 LT 14.80 ST	41.00	2.16
Share Price: $46.160; Next Dividend Payable 03/2013								
LENNAR CORPORATION (LEN)	10/8/12	14.000	37.748	528.47	541.38	12.91 ST		
	10/19/12	9.000	38.719	348.47	348.03	(0.44) ST		
	11/9/12	4.000	38.200	152.80	154.68	1.88 ST		
	11/9/12	10.000	38.482	384.82	386.70	1.88 ST		
	Total	37.000		1,414.56	**1,430.79**	16.23 ST	5.92	0.41
Share Price: $38.670; Next Dividend Payable 01/2013								
LINCOLN NTL CORP IND (LNC)	4/13/12	46.000	24.331	1,119.22	**1,191.40**	72.18 ST	22.08	1.85
Share Price: $25.900; Next Dividend Payable 02/2013								
LOEWS CORPORATION (L)	4/13/12	53.000	39.143	2,074.57	**2,159.75**	85.18 ST	13.25	0.61
Share Price: $40.750; Next Dividend Payable 03/2013								
MASTERCARD INC CL A (MA)	8/2/12	4.000	427.268	1,709.07	1,965.12	256.05 ST		
	8/10/12	1.000	424.990	424.99	491.28	66.29 ST H		
	Total	5.000		2,134.06	**2,456.40**	322.34 ST	6.00	0.24
Share Price: $491.280; Next Dividend Payable 02/2013								
MC GRAW HILL COS INC (MHP)	12/7/12	6.000	55.995	335.97	328.02	(7.95) ST		
	12/10/12	15.000	56.439	846.58	820.05	(26.53) ST		
	12/17/12	9.000	54.424	489.82	492.03	2.21 ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	30.000		1,672.37	**1,640.10**	(32.27) ST	30.60	1.86
Share Price: $54.670; Next Dividend Payable 03/2013								
MERCK & CO INC NEW COM (MRK)	1/14/11	3.000	34.650	103.95	122.82	18.87 LT		
	6/3/11	1.000	35.890	35.89	40.94	5.05 LT		
	1/26/12	13.000	38.800	504.40	532.22	27.82 ST		
	3/20/12	20.000	37.883	757.66	818.80	61.14 ST		
	Total	37.000		1,401.90	**1,514.78**	23.92 LT 88.96 ST	63.64	4.20
Share Price: $40.940; Next Dividend Payable 01/08/13								
METLIFE INCORPORATED (MET)	4/13/12	85.000	36.240	3,080.39	2,799.90	(280.49) ST		
	11/9/12	7.000	31.791	222.54	230.58	8.04 ST H		
	Total	92.000		3,302.93	**3,030.48**	(272.45) ST	68.08	2.24
Share Price: $32.940; Next Dividend Payable 12/2013								
MICHAEL KORS HOLDINGS LTD (KORS)	6/12/12	17.000	41.098	698.66	867.51	168.85 ST H		
	6/12/12	1.000	41.098	41.10	51.03	9.93 ST		
	6/26/12	4.000	43.405	173.62	204.12	30.50 ST		
	11/9/12	3.000	50.360	151.08	153.09	2.01 ST		
	Total	25.000		1,064.46	**1,275.75**	211.29 ST	—	—
Share Price: $51.030								
MICROSOFT CORP (MSFT)	1/9/12	25.000	27.877	696.92	667.74	(29.18) ST		
	1/19/12	16.000	28.280	452.48	427.36	(25.12) ST		
	1/23/12	20.000	29.729	594.57	534.19	(60.38) ST		
	4/13/12	27.000	30.840	832.68	721.16	(111.52) ST		
	11/9/12	4.000	29.038	116.15	106.84	(9.31) ST		
	Total	92.000		2,692.80	**2,457.29**	(235.51) ST	84.64	3.44
Share Price: $26.710; Next Dividend Payable 03/2013								
MONSANTO CO/NEW (MON)	9/19/11	2.000	69.236	138.47	189.30	50.83 LT H		
	9/23/11	15.000	63.443	951.64	1,419.75	468.11 LT H		
	9/30/11	2.000	60.993	121.99	189.30	67.31 LT H		
	9/30/11	14.000	60.993	853.90	1,325.10	471.20 LT		
	5/8/12	14.000	73.606	1,030.49	1,325.10	294.61 ST		
	11/9/12	7.000	86.000	602.00	662.55	60.55 ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	54.000		3,698.49	5,111.10	1,057.45 LT 355.16 ST	81.00	1.58
Share Price: $94.650; Next Dividend Payable 01/2013								
NOBLE ENERGY INC (NBL)	4/13/12	12.000	94.815	1,137.78	1,220.88	83.10 ST	12.00	0.98
Share Price: $101.740; Next Dividend Payable 02/2013								
NRG ENERGY INC (NRG)	4/13/12	67.000	14.700	984.87	1,540.33	555.46 ST		
	11/9/12	2.000	20.610	41.22	45.98	4.76 ST		
	Total	69.000		1,026.09	1,586.31	560.22 ST	24.84	1.56
Share Price: $22.990; Next Dividend Payable 02/2013								
OCCIDENTAL PETROLEUM CORP DE (OXY)	2/24/11	4.000	103.910	415.64	306.44	(109.20) LT		
	4/15/11	5.000	97.410	487.05	383.05	(104.00) LT		
	6/3/11	1.000	104.690	104.69	76.61	(28.08) LT		
	8/31/11	9.000	88.336	795.02	689.49	(105.53) LT		
	11/9/12	2.000	76.230	152.46	153.22	0.76 ST		
	Total	21.000		1,954.86	1,608.81	(346.81) LT 0 76 ST	45.36	2.81
Share Price: $76.610; Next Dividend Payable 01/15/13								
PACCAR INC (PCAR)	2/23/12	7.000	45.647	319.53	316.47	(3.06) ST		
	4/13/12	31.000	43.002	1,333.07	1,401.51	68.44 ST		
	Total	38.000		1,652.60	1,717.98	65.38 ST	30.40	1.76
Share Price: $45.210; Next Dividend Payable 03/2013								
PFIZER INC (PFE)	6/3/11	4.000	20.980	83.92	100.31	16.39 LT		
	4/13/12	134.000	21.853	2,928.25	3,360.62	432.37 ST		
	Total	138.000		3,012.17	3,460.94	16.39 LT 432.37 ST	132.48	3.82
Share Price: $25.079; Next Dividend Payable 03/2013								
PHILIP MORRIS INTL INC (PM)	4/13/12	12.000	87.668	1,052.01	1,003.68	(48.33) ST	40.80	4.06
Share Price: $83.640; Next Dividend Payable 01/11/13								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
PITNEY BOWES INC (PBI)	4/13/12	79.000	16.958	1,339.68	**840.56**	(499.12) ST	118.50	14.09
Share Price: $10.640; Next Dividend Payable 03/2013								
PRECISION CASTPARTS CORP (PCP)	1/27/12	4.000	164.276	657.10	757.68	100.58 ST		
	3/5/12	5.000	167.000	835.00	947.10	112.10 ST		
	6/25/12	2.000	164.000	328.00	378.84	50.84 ST		
	7/26/12	3.000	157.633	472.90	568.26	95.36 ST H		
	10/10/12	3.000	161.000	483.00	568.26	85.26 ST		
	11/9/12	1.000	170.570	170.57	189.42	18.85 ST		
	Total	18.000		2,946.57	**3,409.56**	462.99 ST	2.16	0.06
Share Price: $189.420; Next Dividend Payable 03/2013								
PRICELINE.COM INC NEW (PCLN)	8/10/11	2.000	508.960	1,017.92	1,240.78	222.86 LT		
	1/20/12	1.000	517.060	517.06	620.39	103.33 ST		
	5/10/12	1.000	684.980	684.98	620.39	(64.59) ST		
	9/7/12	1.000	619.820	619.82	620.39	0.57 ST		
	9/17/12	1.000	644.080	644.08	620.39	(23.69) ST		
	11/9/12	1.000	618.730	618.73	620.39	1.66 ST		
	Total	7.000		4,102.59	**4,342.73**	222.86 LT 17.28 ST	—	—
Share Price: $620.390								
QUALCOMM INC (QCOM)	1/14/11	16.000	51.940	831.04	989.75	158.71 LT		
	4/15/11	18.000	52.840	951.12	1,113.47	162.35 LT		
	5/30/12	23.000	57.591	1,324.59	1,422.77	98.18 ST		
	11/9/12	15.000	61.380	920.70	927.89	7.19 ST		
	Total	72.000		4,027.45	**4,453.89**	321.06 LT 105.37 ST	72.00	1.61
Share Price: $61.860; Next Dividend Payable 03/2013								
RALPH LAUREN CORP CL A (RL)	9/15/11	2.000	144.447	288.89	299.84	10.95 LT		
	9/22/11	5.000	143.912	719.56	749.60	30.04 LT		
	9/7/12	2.000	160.825	321.65	299.84	(21.81) ST		
	9/11/12	2.000	154.985	309.97	299.84	(10.13) ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	10/12/12	2.000	155.740	311.48	299.84	(11.64) ST		
	11/9/12	1.000	149.250	149.25	149.92	0.67 ST		
	12/7/12	2.000	154.000	308.00	299.84	(8.16) ST		
	Total	16.000		2,408.80	**2,398.72**	40.99 LT (51.07) ST	25.60	1.06
Share Price: $149.920; Next Dividend Payable 03/2013								
RANGE RESOURCES CORP (RRC)	6/4/12	4.000	53.610	214.44	251.32	36.88 ST H		
	6/4/12	3.000	53.610	160.83	188.49	27.66 ST H		
	6/4/12	6.000	53.610	321.66	376.98	55.32 ST		
	6/25/12	6.000	58.398	350.39	376.98	26.59 ST		
	6/27/12	3.000	62.660	187.98	188.49	0.51 ST		
	6/28/12	2.000	61.850	123.70	125.66	1.96 ST		
	11/9/12	2.000	65.760	131.52	125.66	(5.86) ST H		
	11/9/12	3.000	65.760	197.28	188.49	(8.79) ST		
	Total	29.000		1,687.80	**1,822.07**	134.27 ST	4.64	0.25
Share Price: $62.830; Next Dividend Payable 03/2013								
RAYTHEON CO (NEW) (RTN)	4/13/12	29.000	52.737	1,529.36	**1,669.24**	139.88 ST	58.00	3.47
Share Price: $57.560; Next Dividend Payable 02/07/13								
ROSS STORES INC (ROST)	6/29/12	3.000	62.250	186.75	162.27	(24.48) ST		
	8/16/12	10.000	67.984	679.84	540.90	(138.94) ST		
	10/16/12	3.000	63.010	189.03	162.27	(26.76) ST		
	10/26/12	3.000	60.966	182.90	162.27	(20.63) ST H		
	10/26/12	6.000	60.966	365.79	324.54	(41.25) ST		
	11/16/12	8.000	53.568	428.54	432.72	4.18 ST		
	Total	33.000		2,032.85	**1,784.97**	(247.88) ST	18.48	1.03
Share Price: $54.090; Next Dividend Payable 03/2013								
SALESFORCE.COM,INC. (CRM)	10/6/11	6.000	120.000	720.00	1,008.60	288.60 LT		
	1/20/12	2.000	114.380	228.76	336.20	107.44 ST		
	5/18/12	6.000	146.995	881.97	1,008.60	126.63 ST		
	6/15/12	2.000	133.257	266.51	336.20	69.69 ST H		

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COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	6/15/12	4.000	133.257	533.03	672.40	139.37 ST		
	6/18/12	4.000	136.850	547.40	672.40	125.00 ST		
	11/9/12	1.000	142.500	142.50	168.10	25.60 ST		
	Total	25.000		3,320.17	**4,202.50**	288.60 LT 593.73 ST	—	—
Share Price: $168.100								
SANOFI ADR (SNY)	4/13/12	99.000	36.234	3,587.21	**4,690.62**	1,103.41 ST	141.67	3.02
Share Price: $47.380								
SBA COMMUNICATIONS CORP (SBAC)	6/25/12	6.000	55.634	333.81	425.88	92.07 ST		
	6/26/12	15.000	56.969	854.54	1,064.70	210.16 ST		
	6/27/12	6.000	57.527	345.16	425.88	80.72 ST		
	11/9/12	2.000	67.020	134.04	141.96	7.92 ST		
	11/27/12	5.000	68.058	340.29	354.90	14.61 ST		
	Total	34.000		2,007.84	**2,413.32**	405.48 ST	—	—
Share Price: $70.980								
SIRIUS XM RADIO INC COM (SIRI)	10/19/12	305.000	2.950	899.75	881.45	(18.30) ST		
	10/23/12	113.000	2.850	322.00	326.57	4.57 ST		
	10/24/12	12.000	2.900	34.80	34.68	(0.12) ST		
	10/26/12	125.000	2.830	353.74	361.25	7.51 ST		
	11/9/12	46.000	2.760	126.96	132.94	5.98 ST		
	Total	601.000		1,737.25	**1,736.89**	(0.36) ST	—	—
Share Price: $2.890								
STARBUCKS CORP WASHINGTON (SBUX)	7/15/11	9.000	39.491	355.42	482.67	127.25 LT		
	7/28/11	4.000	40.000	160.00	214.52	54.52 LT		
	8/12/11	29.000	37.182	1,078.28	1,555.27	476.99 LT		
	10/16/12	2.000	49.200	98.40	107.26	8.86 ST		
	11/9/12	12.000	51.316	615.79	643.56	27.77 ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	56.000		2,307.89	**3,003.28**	658.76 LT	47.04	1.56
						36.63 ST		
Share Price: $53.630; Next Dividend Payable 02/2013								
TALISMAN ENERGY INC (TLM)	4/13/12	249.000	12.693	3,160.48	2,821.17	(339.31) ST		
	9/25/12	65.000	13.652	887.36	736.45	(150.91) ST		
	11/9/12	31.000	11.014	341.42	351.23	9.81 ST H		
	11/9/12	50.000	11.014	550.69	566.50	15.81 ST		
	Total	395.000		4,939.95	**4,475.35**	(464.60) ST	106.65	2.38
Share Price· $11.330; Next Dividend Payable 03/2013								
TERADATA CORP (TDC)	5/3/12	5.000	78.395	391.98	309.45	(82.53) ST		
	6/4/12	1.000	64.700	64.70	61.89	(2.81) ST H		
	6/4/12	15.000	64.700	970.50	928.35	(42.15) ST		
	11/9/12	1.000	62.920	62.92	61.89	(1.03) ST		
	11/29/12	6.000	59.500	357.00	371.34	14.34 ST		
	Total	28.000		1,847.10	**1,732.92**	(114.18) ST	—	—
Share Price: $61.890								
TEVA PHARMACEUTICALS ADR (TEVA)	4/13/12	53.000	44.289	2,347.33	1,979.02	(368.31) ST		
	6/26/12	13.000	39.475	513.18	485.42	(27.76) ST H		
	Total	66.000		2,860.51	**2,464.44**	(396.07) ST	53.06	2.15
Share Price: $37.340; Next Dividend Payable 03/2013								
THE MOSAIC CO (HLDG CO) NEW (MOS)	4/13/12	19.000	51.029	969.56	1,075.97	106.41 ST		
	11/9/12	12.000	51.724	620.69	679.56	58.87 ST		
	Total	31.000		1,590.25	**1,755.53**	165.28 ST	31.00	1.76
Share Price: $56.630; Next Dividend Payable 02/2013								
TIME WARNER INC NEW (TWX)	4/13/12	45.000	36.109	1,624.90	**2,152.35**	527.45 ST	46.80	2.17
Share Price: $47.830; Next Dividend Payable 03/2013								
ULTA SALON COS & FRAGR INC (ULTA)	2/28/12	3.000	83.780	251.34	294.78	43.44 ST		
	4/10/12	7.000	92.986	650.90	687.82	36.92 ST		
	4/24/12	6.000	86.533	519.20	589.56	70.36 ST		
	11/7/12	1.000	93.680	93.68	98.26	4.58 ST		
	11/9/12	2.000	89.480	178.96	196.52	17.56 ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	19.000		1,694.08	**1,866.94**	172.86 ST	—	—
Share Price: $98.260								
UNION PACIFIC CORP (UNP)	9/24/10	3.000	81.026	243.08	377.16	134.08 LT		
	9/24/10	13.000	81.026	1,053.34	1,634.36	581.02 LT		
	9/24/10	2.000	81.026	162.05	251.44	89.39 LT		
	1/14/11	10.000	98.950	989.50	1,257.20	267.70 LT		
	4/15/11	10.000	97.550	975.50	1,257.20	281.70 LT		
	6/3/11	2.000	101.460	202.92	251.44	48.52 LT		
	6/3/11	1.000	101.460	101.46	125.72	24.26 LT		
	8/30/11	3.000	90.610	271.83	377.16	105.33 LT		
	8/30/11	4.000	90.610	362.44	502.88	140.44 LT		
	9/21/11	9.000	86.750	780.75	1,131.48	350.73 LT		
	11/9/12	7.000	120.760	845.32	880.04	34.72 ST		
	Total	64.000		5,988.19	**8,046.08**	2,023.17 LT 34.72 ST	176.64	2.19
Share Price: $125.720; Next Dividend Payable 01/02/13								
UNITED TECHNOLOGIES CORP (UTX)	3/14/11	2.000	80.484	160.97	164.02	3.05 LT		
	4/15/11	8.000	84.080	672.64	656.08	(16.56) LT		
	6/3/11	2.000	83.460	166.92	164.02	(2.90) LT		
	8/24/11	11.000	69.978	769.76	902.11	132.35 LT		
	8/24/11	7.000	69.979	489.85	574.07	84.22 LT		
	11/9/12	4.000	75.920	303.68	328.04	24.36 ST H		
	11/9/12	1.000	75.920	75.92	82.01	6.09 ST		
	Total	35.000		2,639.74	**2,870.35**	200.16 LT 30.45 ST	74.90	2.60
Share Price: $82.010; Next Dividend Payable 03/2013								

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R ARENA, J ESS CO-TTEES UTA 6/17/07

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
UNITEDHEALTH GP INC (UNH)	8/1/11	2.000	47.840	95.68	108.48	12.80 LT		
	8/8/11	18.000	43.262	778.72	976.32	197.60 LT		
	8/8/11	17.000	43.262	735.45	922.08	186.63 LT		
	10/25/12	7.000	56.547	395.83	379.68	(16.15) ST		
	11/9/12	2.000	53.360	106.72	108.48	1.76 ST		
	Total	46.000		2,112.40	**2,495.04**	397.03 LT (14.39) ST	39.10	1.56
Share Price: $54.240; Next Dividend Payable 03/2013								
UNUMPROVIDENT CORP (UNM)	4/13/12	143.000	23.499	3,360.40	2,977.26	(383.14) ST		
	8/10/12	9.000	19.317	173.85	187.38	13.53 ST H		
	Total	152.000		3,534.25	**3,164.64**	(369.61) ST	79.04	2.49
Share Price: $20.820; Next Dividend Payable 02/2013								
VIACOM INC NEW CLASS B (VIAB)	4/13/12	61.000	46.938	2,863.19	**3,217.14**	353.95 ST	67.10	2.08
Share Price: $52.740; Next Dividend Payable 03/2013								
VISA INC CL A (V)	5/10/11	30.000	80.214	2,406.42	4,547.40	2,140.98 LT		
	6/3/11	1.000	79.330	79.33	151.58	72.25 LT		
	6/8/11	9.000	77.148	694.33	1,364.22	669.89 LT		
	11/9/12	5.000	140.830	704.15	757.90	53.75 ST		
	Total	45.000		3,884.23	**6,821.10**	2,883.12 LT 53.75 ST	59.40	0.87
Share Price: $151.580; Next Dividend Payable 03/2013								
VMWARE INC CLASS A (VMW)	11/6/12	10.000	92.117	921.17	941.40	20.23 ST		
	11/7/12	8.000	90.383	723.06	753.12	30.06 ST		
	11/9/12	2.000	86.880	173.76	188.28	14.52 ST		
	Total	20.000		1,817.99	**1,882.80**	64.81 ST	—	—
Share Price: $94.140								
W W GRAINGER INC (GWW)	10/17/12	3.000	210.000	630.00	607.11	(22.89) ST		
	11/6/12	1.000	204.150	204.15	202.37	(1.78) ST		
	11/12/12	3.000	194.000	582.00	607.11	25.11 ST		
	12/3/12	1.000	194.360	194.36	202.37	8.01 ST		
	Total	8.000		1,610.51	**1,618.96**	8.45 ST	25.60	1.58
Share Price: $202.370; Next Dividend Payable 03/2013								

CONTINUED

Holdings

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
WELLS FARGO & CO NEW (WFC)	7/23/10	4.000	27.310	109.24	136.72	27.48 LT		
	7/23/10	3.000	27.310	81.93	102.54	20.61 LT		
	9/24/10	5.000	25.568	127.84	170.90	43.06 LT		
	1/14/11	17.000	31.850	541.45	581.06	39.61 LT		
	6/3/11	3.000	27.010	81.03	102.54	21.51 LT		
	8/8/11	40.000	24.348	973.92	1,367.20	393.28 LT		
	11/9/12	5.000	32.280	161.40	170.90	9.50 ST		
	12/17/12	20.000	34.170	683.40	683.60	0.20 ST		
	12/19/12	13.000	34.938	454.19	444.34	(9.85) ST		
	12/20/12	10.000	34.960	349.60	341.80	(7.80) ST		
	Total	120.000		3,564.00	**4,101.60**	545.55 LT (7.95) ST	105.60	2.57
Share Price: $34.180; Next Dividend Payable 03/2013								
WILLIAMS CO INC (WMB)	12/13/12	42.000	31.458	1,321.23	1,375.08	53.85 ST		
	12/14/12	11.000	31.500	346.50	360.14	13.64 ST		
	Total	53.000		1,667.73	**1,735.22**	67.49 ST	68.90	3.97
Share Price: $32.740; Next Dividend Payable 03/2013								
YUM BRANDS INC (YUM)	9/24/10	7.000	46.607	326.25	464.80	138.55 LT		
	1/14/11	4.000	48.550	194.20	265.60	71.40 LT		
	4/15/11	4.000	50.860	203.44	265.60	62.16 LT		
	11/9/12	2.000	70.810	141.62	132.80	(8.82) ST		
	Total	17.000		865.51	**1,128.80**	272.11 LT (8.82) ST	22.78	2.01
Share Price: $66.400; Next Dividend Payable 02/2013								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	15.9%	$244,199.98	$267,746.29	$17,403.52 LT $6,142.64 ST	$3,830.91 $0.00	1.43%

Holdings

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MUTUAL FUNDS

OTHER MUTUAL FUNDS

"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account.

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account. It may not reflect all distributions received in cash; due to but not limited to the following investments made prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account.

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, plus the cash distributions shown, and the current value of the fund's shares. This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes.
Consulting Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain mutual funds. Please refer to "CG IAR Statuses in Investment Advisory Programs" in the quarter-end statement (or your first statement, if you have not yet received a statement at the quarter-end) for a description of these status codes All status codes represent the opinions of CG IAR and are not representations or guarantees of performance.

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AQR MANAGED FUTURES STRATEGY I (AQMIX)	12/14/12	8,639.874	$9.630	$83,201.99	**$84,497.97**	$1,295.98 ST	$648.00	0.76
Share Price: $9.780; CG IAR Status: FL; Dividend Cash; Capital Gains Cash								
BLACKROCK INFLAT PROT BOND I (BPRIX)	6/22/12	2,639.621	11.980	31,622.67	31,860.22	237.55 ST		
	8/24/12	43.434	12.110	525.99	524.24	(1.75) ST		
	Total	2,683.055		32,148.66	**32,384.47**	235.80 ST	580.00	1.79
Total Purchases vs Market Value				32,148.66	32,384.47			
Cumulative Cash Distributions					739.04			
Net Value Increase/(Decrease)					974.85			
Share Price: $12.070; CG IAR Status: AL; Dividend Cash; Capital Gains Cash								
CAMBIAR SMALL CAP INV (CAMSX)	8/24/12	1,839.689	17.650	32,470.51	34,291.80	1,821.29 ST		
	11/9/12	25.028	17.580	439.99	466.52	26.53 ST		
	Total	1,864.717		32,910.50	**34,758.32**	1,847.82 ST	—	—
Total Purchases vs Market Value				32,910.50	34,758.32			
Cumulative Cash Distributions					526.78			
Net Value Increase/(Decrease)					2,374.60			
Share Price: $18.640; CG IAR Status: FL; Dividend Cash; Capital Gains Cash								
E V INCOME FUND OF BOSTON I (EIBIX)	6/22/12	2,529.268	5.780	14,619.17	15,200.90	581.73 ST		
	8/24/12	3,045.236	5.880	17,905.99	18,301.87	395.88 ST		
	Total	5,574.504		32,525.16	**33,502.77**	977.61 ST	2,319.00	6.92
Total Purchases vs Market Value				32,525.16	33,502.77			
Cumulative Cash Distributions					1,846.97			
Net Value Increase/(Decrease)					2,824.58			
Share Price: $6.010; CG IAR Status: FL; Dividend Cash; Capital Gains Cash								

CONTINUED

Holdings

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MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
EATON VANCE COMMODITY STRAT I (EICSX)	6/22/12	1,569.816	8.510	13,359.14	14,426.61	1,067.47 ST		
	8/24/12	1,633.679	9.620	15,715.99	15,013.51	(702.48) ST		
	11/9/12	2,011.896	9.330	18,770.99	18,489.32	(281.67) ST		
	Total	5,215.391		47,846.12	**47,929.44**	83.32 ST	63.00	0.13
Total Purchases vs Market Value				47,846.12	47,929.44			
Cumulative Cash Distributions					183.06			
Net Value Increase/(Decrease)					266.38			
Share Price: $9.190; CG IAR Status: AL; Dividend Cash; Capital Gains Cash								
GOLDMAN SACHS ABSLT RET TRCK I (GJRTX)	6/22/12	14,279.466	8.890	126,944.46	129,943.14	2,998.68 ST		
	8/24/12	154.534	9.040	1,396.99	1,406.26	9.27 ST		
	11/9/12	132.815	9.020	1,197.99	1,208.62	10.63 ST		
	Total	14,566.815		129,539.44	**132,558.02**	3,018.58 ST	—	—
Total Purchases vs Market Value				129,539.44	132,558.02			
Cumulative Cash Distributions					620.55			
Net Value Increase/(Decrease)					3,639.13			
Share Price: $9.100; CG IAR Status: AL; Dividend Cash; Capital Gains Cash								
ING GLOBAL REAL ESTATE FD I (IGLIX)	6/22/12	944.837	16.230	15,334.71	**17,054.31**	1,719.60 ST	381.00	2.23
Total Purchases vs Market Value				15,334.71	17,054.31			
Cumulative Cash Distributions					230.80			
Net Value Increase/(Decrease)					1,950.40			
Share Price: $18.050; Dividend Cash; Capital Gains Cash								
IVY MID CAP GROWTH I (IYMIX)	6/3/11	868.768	18.570	16,133.05	16,819.34	686.29 LT		
	4/13/12	14.679	18.870	276.99	284.18	7.19 ST		
	11/9/12	1.843	18.437	33.98	35.68	1.70 ST		
	Total	885.290		16,444.02	**17,139.21**	686.29 LT 8.89 ST	—	—
Total Purchases vs Market Value				16,444.02	17,139.21			
Cumulative Cash Distributions					945.61			
Net Value Increase/(Decrease)					1,640.80			
Share Price: $19.360; Dividend Cash; Capital Gains Cash								
JP MORGAN DYNAMIC SM CP GR SEL (JDSCX)	8/24/12	1,573.370	20.730	32,615.96	32,332.75	(283.21) ST		
	11/9/12	42.485	20.360	864.99	873.07	8.08 ST H		
	Total	1,615.855		33,480.95	**33,205.82**	(275.13) ST	—	—

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Holdings

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MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total Purchases vs Market Value				33,480.95	33,205.82			
Cumulative Cash Distributions					1,223.25			
Net Value Increase/(Decrease)					948.12			
Share Price: $20.550; CG IAR Status: AL; Dividend Cash; Capital Gains Cash								
LEGG MASON WA EMERG MKT DEBT I (SEMDX)	4/13/12	5,651.103	5.550	31,363.63	33,341.51	1,977.88 ST		
	8/24/12	2,796.185	5.770	16,133.99	16,497.49	363.50 ST		
	Total	8,447.288		47,497.62	**49,839.00**	2,341.38 ST	2,002.00	4.01
Total Purchases vs Market Value				47,497.62	49,839.00			
Cumulative Cash Distributions					1,482.83			
Net Value Increase/(Decrease)					3,824.21			
Share Price: $5.900; CG IAR Status: AL; Dividend Cash; Capital Gains Cash								
MANAGERS SYSTEMATIC MD CP VL I (SYIMX)	6/3/11	972.262	11.830	11,501.88	11,346.30	(155.58) LT		
	10/7/11	401.154	9.520	3,818.99	4,681.47	862.48 LT		
	4/13/12	50.583	11.130	562.99	590.30	27.31 ST		
	11/9/12	26.334	11.240	295.99	307.32	11.33 ST		
	Total	1,450.333		16,179.85	**16,925.39**	706.90 LT 38.64 ST	173.00	1.02
Total Purchases vs Market Value				16,179.85	16,925.39			
Cumulative Cash Distributions					1,712.17			
Net Value Increase/(Decrease)					2,457.71			
Share Price: $11.670; CG IAR Status: FL; Dividend Cash; Capital Gains Cash								
METROPOLITAN WEST TOT RET BD I (MWTIX)	7/23/10	21,817.138	10.440	227,770.92	237,588.63	9,817.71 LT		
	9/24/10	514.044	10.640	5,469.43	5,597.93	128.50 LT		
	11/19/10	4,593.618	10.660	48,967.97	50,024.50	1,056.53 LT		
	1/14/11	2,004.955	10.420	20,891.63	21,833.96	942.33 LT		
	10/7/11	13,327.140	10.390	138,468.98	145,132.55	6,663.57 LT		
	11/7/11	756.434	10.490	7,934.99	8,237.56	302.57 LT		
	4/13/12	2,990.745	10.590	31,671.99	32,569.21	897.22 ST		
	Total	46,004.074		481,175.91	**500,984.37**	18,911.21 LT 897.22 ST	20,288.00	4.04

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Holdings

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MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total Purchases vs Market Value				481,175.91	500,984.37			
Cumulative Cash Distributions					31,920.12			
Net Value Increase/(Decrease)					51,728.58			
Share Price: $10.890; CG IAR Status: FL; Dividend Cash; Capital Gains Cash								
PIMCO FOREIGN BD US $ HEDGED P (PFBPX)	4/13/12	11,562.550	10.810	124,991.21	124,759.91	(231.30) ST		
	8/24/12	26.462	11.110	293.99	285.52	(8.47) ST		
	Total	11,589.012		125,285.20	**125,045.44**	(239.77) ST	3,280.00	2.62
Total Purchases vs Market Value				125,285.20	125,045.44			
Cumulative Cash Distributions					10,189.06			
Net Value Increase/(Decrease)					9,949.30			
Share Price: $10.790; Dividend Cash; Capital Gains Cash								
PIMCO SHORT TERM P (PTSPX)	7/23/10	625.405	9.880	6,179.00	6,179.00	0.00 LT		
	9/24/10	399.700	9.920	3,965.02	3,949.04	(15.98) LT		
	11/19/10	524.249	9.930	5,205.79	5,179.58	(26.21) LT		
	1/14/11	381.310	9.880	3,767.34	3,767.34	0.00 LT		
	4/15/11	323.231	9.910	3,203.22	3,193.52	(9.70) LT		
	6/3/11	138.570	9.910	1,373.23	1,369.07	(4.16) LT		
	10/7/11	6,092.204	9.750	59,398.99	60,190.98	791.99 LT		
	11/7/11	298.160	9.790	2,918.99	2,945.82	26.83 LT		
	4/13/12	1,182.568	9.810	11,600.99	11,683.77	82.78 ST		
	Total	9,965.397		97,612.57	**98,458.12**	762.77 LT 82.78 ST	967.00	0.98
Total Purchases vs Market Value				97,612.57	98,458.12			
Cumulative Cash Distributions					1,738.31			
Net Value Increase/(Decrease)					2,583.86			
Share Price: $9.880; CG IAR Status: AL; Dividend Cash; Capital Gains Cash								
THORNBURG INTL VALUE I (TGVIX)	7/23/10	1,674.410	24.770	41,475.95	47,034.17	5,558.22 LT		
	6/3/11	38.556	30.320	1,169.00	1,083.03	(85.97) LT		
	4/13/12	1.761	26.684	46.99	49.46	2.47 ST		
	8/24/12	41.413	26.320	1,089.98	1,163.29	73.31 ST		
	11/9/12	1,328.125	26.560	35,274.99	37,307.02	2,032.03 ST		
	Total	3,084.265		79,056.91	**86,637.00**	5,472.25 LT 2,107.81 ST	1,218.00	1.40

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Holdings

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MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total Purchases vs Market Value				79,056.91	86,637.00			
Cumulative Cash Distributions					691.06			
Net Value Increase/(Decrease)					8,271.15			
Share Price: $28.090; CG IAR Status: FL; Dividend Cash; Capital Gains Cash								
VIRTUS INSIGHT EMERG MKTS I (HIEMX)	8/24/12	6,718.639	9.610	64,566.12	**69,269.17**	4,703.05 ST	511.00	0.73
Total Purchases vs Market Value				64,566.12	69,269.17			
Cumulative Cash Distributions					303.01			
Net Value Increase/(Decrease)					5,006.06			
Share Price: $10.310; CG IAR Status: FL; Dividend Cash; Capital Gains Cash								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
MUTUAL FUNDS	81.8%	$1,334,805.73	$1,380,188.82	$26,539.42 LT $18,843.58 ST	$32,430.00 $0.00	2.35%

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page.
For more information about the pricing of Money Market Funds, please see the Expanded Disclosures.

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$1,579,005.71	$1,686,857.51	$43,942.94 LT $24,986.22 ST	$36,280.91 $0.00	2.15%

TOTAL VALUE (includes accrued interest)	$1,686,857.51

H - Wash sale rules apply to this tax lot. The cost basis has been adjusted to account for disallowed loss of a related wash sale transaction.
Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

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