Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2012

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

WILLIAM E. CROSS FOUNDATION, INC.
C/O D. LINTON,201 THOMAS JOHNSON DR
FREDERICK, MD 21702

A Employer identification number 20-1220528

B Telephone number (see the instructions)

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 10,193,282.

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)
1	Contributions, gifts, grants, etc, received (att sch)				
2	Ck ► ☒ if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	43,261.	43,261.	43,261.	
4	Dividends and interest from securities	312,781.	312,781.	312,781.	
5 a	Gross rents	16,200.	16,200.	16,200.	
b	Net rental income or (loss) 9,265.				
6 a	Net gain/(loss) from sale of assets not on line 10	116,695.			
b	Gross sales price for all assets on line 6a 2,323,762.				
7	Capital gain net income (from Part IV, line 2)		116,695.		
8	Net short-term capital gain			5,723.	
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule) SEE STATEMENT 1	100.			
12	**Total.** Add lines 1 through 11	489,037.	488,937.	377,965.	
13	Compensation of officers, directors, trustees, etc	140,000.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) SEE ST 2	6,350.	6,350.		
c	Other prof fees (attach sch) SEE ST 3	10,750.	10,750.		
17	Interest				
18	Taxes (attach schedule)(see instrs) SEE STM 4	12,818.	12,818.		
19	Depreciation (attach sch) and depletion	4,490.	4,490.		
20	Occupancy				
21	Travel, conferences, and meetings	575.	575.		
22	Printing and publications				
23	Other expenses (attach schedule) SEE STATEMENT 5	40,441.	40,441.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	215,424.	75,424.		
25	Contributions, gifts, grants paid PART XV	542,675.			542,675.
26	**Total expenses and disbursements.** Add lines 24 and 25	758,099.	75,424.	0.	542,675.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-269,062.			
b	**Net investment income** (if negative, enter -0-)		413,513.		
c	**Adjusted net income** (if negative, enter -0-)			377,965.	

REVENUE

OPERATING AND ADMINISTRATIVE EXPENSES

914

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	69,355.	72,576.	72,576.
	2	Savings and temporary cash investments	375,014.	488,258.	478,258.
	3	Accounts receivable ►			
		Less. allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less. allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U S. and state government obligations (attach schedule) STATEMENT 6	414,525.	20,000.	20,052.
	b	Investments — corporate stock (attach schedule) STATEMENT 7	270,724.	235,448.	109,060.
	c	Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment. basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) STATEMENT 8	12,063,405.	12,321,658.	9,307,463.
	14	Land, buildings, and equipment. basis ► 130,000.			
		Less. accumulated depreciation (attach schedule) SEE STMT 9 ► 10,290.	124,200.	119,710.	
	15	Other assets (describe ► SEE STATEMENT 10)	408,356.	205,873.	205,873.
	16	**Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	13,725,579.	13,463,523.	10,193,282.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► SEE STATEMENT 11)	1,350.	1,350.	
	23	**Total liabilities** (add lines 17 through 22)	1,350.	1,350.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	13,724,229.	13,462,173.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	13,724,229.	13,462,173.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	13,725,579.	13,463,523.	

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	13,724,229.
2	Enter amount from Part I, line 27a	2	-269,062.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 12	3	7,006.
4	Add lines 1, 2, and 3	4	13,462,173.
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	13,462,173.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 13			
b				
c				
d				
e				

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

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

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

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7. If (loss), enter -0- in Part I, line 7	2	116,695.
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	5,723.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	270,750.	10,936,955.	0.024756
2010	7,100.	5,389,718.	0.001317
2009	9,993.	156,541.	0.063836
2008	9,917.	195,128.	0.050823
2007	4,789.	226,418.	0.021151

2	**Total** of line 1, column (d)	2	0.161883
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	0.032377
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,841,244.
5	Multiply line 4 by line 3	5	415,761.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,135.
7	Add lines 5 and 6	7	419,896.
8	Enter qualifying distributions from Part XII, line 4	8	542,675.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: ________ (attach copy of letter if necessary – see instrs)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b		1	4,135.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	4,135.
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	4,135.
6	Credits/Payments.			
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 643.		
b	Exempt foreign organizations – tax withheld at source	6 b		
c	Tax paid with application for extension of time to file (Form 8868)	6 c		
d	Backup withholding erroneously withheld	6 d		
7	Total credits and payments. Add lines 6a through 6d		7	643.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	15.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	3,507.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ►	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► $ 0. (2) On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MD			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8 b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► N/A

14 The books are in care of ► DONALD LINTON, CPA Telephone no. ► 301-663-5122

Located at ► 201 THOMAS JOHNSON DR FREDERICK MD ZIP + 4 ► 21702

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

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

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

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

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

				Yes	No
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969, (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4 b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to.

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

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

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

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? 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
DONALD C. LINTON 201 THOMAS JOHNSON DRIVE FREDERICK, MD 21702	PRESIDENT/DI 1.00	48,000.	0.	12,000.
ARTHUR B. BRISKER 932 HUNGERFORD DRIVE, STE 22-A ROCKVILLE, MD 20850	VICE-PRES/DI 1.00	48,000.	0.	12,000.
REBECCA LINTON 201 THOMAS JOHNSON DRIVE FREDERICK, MD 21702	TREASURER/DI 1.00	10,000.	0.	0.
HAZEL BRISKER 932 HUNGERFORD DRIVE, STE 22-A ROCKVILLE, MD 20850	SECRETARY/DI 1.00	10,000.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a	Average monthly fair market value of securities		1a	12,427,384.
b	Average of monthly cash balances		1b	609,412.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	13,036,796.
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	13,036,796.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	195,552.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	12,841,244.
6	**Minimum investment return.** Enter 5% of line 5		6	642,062.

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	642,062.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 4,135.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	4,135.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	637,927.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	637,927.
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	637,927.

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	542,675.
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	542,675.
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	4,135.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	538,540.

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				637,927.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			541,770.	
b	Total for prior years 20__, 20__, 20__		0.		
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e	0.			
4	Qualifying distributions for 2012 from Part XII, line 4 ► $ 542,675.				
a	Applied to 2011, but not more than line 2a			541,770.	
b	Applied to undistributed income of prior years (Election required — see instructions)		0.		
c	Treated as distributions out of corpus (Election required — see instructions)	0.			
d	Applied to 2012 distributable amount				905.
e	Remaining amount distributed out of corpus	0.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0.			0.
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d	Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				637,022.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 14

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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 15				
Total			► 3a	542,675.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	43,261.	
4 Dividends and interest from securities			14	312,781.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	9,265.	
6 Net rental income or (loss) from personal property					
7 Other investment income					100.
8 Gain or (loss) from sales of assets other than inventory					116,695.
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)				365,307.	116,795.
13 Total. Add line 12, columns (b), (d), and (e)				13	482,102.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee

Date 5/15/13

Title ~~VICE~~ PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name DONALD C. LINTON	Preparer's signature DONALD C. LINTON	Date 5/15/13	Check ☐ if self employed	PTIN P01332054
Firm's name ► LINTON SHAFER WARFIELD & GARRETT, P.A., CPA'S			Firm's EIN ► 52-1273734	
Firm's address ► 201 THOMAS JOHNSON DRIVE FREDERICK, MD 21702			Phone no (301) 662-9200	

Account name: WILLIAM E CROSS FOUNDATION
Account number: WE 26708 AF

Your Financial Advisor:
FENNING,DAVID W
212-626-8500/800-458-1764

Realized gains and losses

Estimated 2012 gains and losses for transactions with trade dates through 12/31/12 have been incorporated into this statement Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss Please check with your tax advisor To calculate gains and losses, we liquidate the oldest security lot first This is known as the first-in, first-out or FIFO accounting method We use this method unless you specified which tax lot to close when you placed your order This is known as a versus purchases or VSP order

See *Important information about your statement* on the last page of this statement for more information We may not adjust gains and losses for all capital changes Cost basis for coupon tax-exempt municipal securities, include securities subject to AMT, has been adjusted for mandatory amortization of bond premium Estimates in the Unclassified section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
ALLIANCE BERNSTEIN HIGH INCOME FD CL A	FIFO	67 405	May 20, 11	Apr 02, 12	607.97	626 66		-18 69	
	FIFO	62 311	Jun 20, 11	Apr 02, 12	562 02	566 32		-4 30	
	FIFO	65 447	Jul 20, 11	Apr 02, 12	590 31	598 72		-8 41	
	FIFO	71 879	Aug 19, 11	Apr 02, 12	648 33	629 03			19 30
	FIFO	68 572	Sep 20, 11	Apr 02, 12	618 49	590 56			27 93
	FIFO	69 458	Oct 20, 11	Apr 02, 12	626 48	589 23			37 25
	FIFO	69 430	Nov 18, 11	Apr 02, 12	626 24	593 13			33 11
	FIFO	65 890	Dec 20, 11	Apr 02, 12	594 30	562 89			31 41
	FIFO	26 834	Dec 30, 11	Apr 02, 12	242 04	230 57			11 47
	FIFO	40 157	Jan 20, 12	Apr 02, 12	362 20	352 62			9 58
	FIFO	47 752	Feb 17, 12	Apr 02, 12	430 70	427 86			2 84
	FIFO	66 518	Mar 20, 12	Apr 02, 12	599 97	601 32		-1 35	
ALLIANCEBERNSTEIN GLOBAL RISK ALLOCATION FUND INC CLASS A	FIFO	17 806	Jun 21, 11	Apr 19, 12	295 93	274 20			21 73
	FIFO	19 982	Sep 21, 11	Apr 19, 12	332 11	299 81			32 30
	FIFO	30 301	Dec 28, 11	Apr 19, 12	503 59	467 57			36 02
	FIFO	19 564	Mar 16, 12	Apr 19, 12	325 14	329 65		-4 51	
AMER ELECTRIC POWER CO	FIFO	275 000	Jan 05, 11	Jan 03, 12	11,141 71	10,061 03			1,080 68
CALAMOS GLOBAL GROWTH & INCOME FUND A	FIFO	10 726	Dec 22, 11	May 22, 12	111 74	111 76		-0 02	
	FIFO	31 130	Mar 22, 12	May 22, 12	324 32	343 68		-19 36	
CALAMOS GROWTH FUND CLASS A	FIFO	253 120	Dec 22, 11	May 22, 12	12,438 08	11,744 78			693 30

continued next page

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
FRANKLIN/TEMPLETON GLOBAL BOND FUND CLASS A	VSP	7,407 796	Oct 24, 11	Oct 22, 12	99,826 44	96,674 94			3,151 50
JOHN HANCOCK LARGE CAP EQUITY FUND CLASS A	FIFO	2 750	Dec 16, 11	Aug 08, 12	73 81	63 03			10 78
TORTOISE MLP FUND INC	FIFO	13 000	Mar 01, 11	Mar 01, 12	345 29	318 75			26 54
	FIFO	13 000	Jun 01, 11	Mar 01, 12	345 29	316 00			29.29
	FIFO	14 000	Sep 01, 11	Mar 01, 12	371 86	330 64			41 22
	FIFO	14 000	Nov 30, 11	Mar 01, 12	371 85	343 56			28 29
WELLS FARGO DISCIPLINED U S CORE FUND CLASS A	FIFO	182 104	Dec 12, 11	Apr 25, 12	2,693 14	2,458.40			234 74
	FIFO	89 500	Dec 16, 11	Apr 25, 12	1,323 61	1,150 08			173 53
WELLS FARGO GLOBAL OPPORTUNITIES FUND CLASS A	FIFO	3 210	Dec 16, 11	Apr 25, 12	104 35	88 05			16 30
Total					**$137,437.31**	**$131,744.84**		**-$56.64**	**$5,749.11**
Net short-term capital gains and losses									**$5,692.47**

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
ADAMS ST COLLEGE CO AU F TAX C-I OID98 05 BE/R/ 6 621 051541 DTD 121509	FIFO	50,000 000	Sep 29, 10	Dec 19, 12	54,954 75	53,891 75			1,063 00
ALLIANCE BERNSTEIN HIGH INCOME FD CL A	FIFO	12,130 466	Sep 29, 10	Apr 02, 12	109,411 85	109,525 80		-113 95	
ALLIANCEBERNSTEIN GLOBAL RISK ALLOCATION FUND INC CLASS A	FIFO	4,499 341	Jan 13, 04	Apr 19, 12	74,776 05	73,271 46			1,504 59
	FIFO	25 619	Mar 29, 04	Apr 19, 12	425 77	419 67			6.10
	FIFO	25 639	Jun 28, 04	Apr 19, 12	426 12	420 55			5 57
	FIFO	25 692	Sep 27, 04	Apr 19, 12	426 99	421 42			5 57
	FIFO	66 678	Dec 27, 04	Apr 19, 12	1,108 16	1,161 34		-53 18	

continued next page

Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
	FIFO	114 340	Dec 28, 05	Apr 19, 12	1,900 26	1,971.61		-71 35	
	FIFO	738 018	Dec 28, 05	Apr 19, 12	12,265 38	12,546 62		-281 24	
	FIFO	35 350	Mar 28, 06	Apr 19, 12	587 51	609 66		-22 15	
	FIFO	42 030	Jun 27, 06	Apr 19, 12	698 52	696 58			1 94
	FIFO	46 944	Sep 26, 06	Apr 19, 12	780 18	827 15		-46 97	
	FIFO	59 737	Dec 27, 06	Apr 19, 12	992 79	1,087.64		-94 85	
	FIFO	334 057	Dec 27, 06	Apr 19, 12	5,551 81	6,082 22		-530.41	
	FIFO	48 732	Dec 27, 06	Apr 19, 12	809 91	887 29		-77.38	
	FIFO	43 642	Mar 27, 07	Apr 19, 12	725 30	798 33		-73 03	
	FIFO	46 582	Jun 26, 07	Apr 19, 12	774 18	875 00		-100 82	
	FIFO	51 491	Sep 24, 07	Apr 19, 12	855.75	967 20		-111 45	
	FIFO	1,186 299	Dec 24, 07	Apr 19, 12	19,715 51	19,863 54		-148 03	
	FIFO	74 924	Dec 24, 07	Apr 19, 12	1,245 19	1,254 54		-9 35	
	FIFO	15 163	Dec 24, 07	Apr 19, 12	252 00	253 89		-1 89	
	FIFO	50 946	Mar 24, 08	Apr 19, 12	846.70	766 01			80 69
	FIFO	52 990	Jun 24, 08	Apr 19, 12	880 67	801 27			79.40
	FIFO	79 072	Sep 23, 08	Apr 19, 12	1,314 14	1,099 40			214 74
	FIFO	1 000	Dec 29, 08	Apr 19, 12	16 62	11 97			4 65
	FIFO	116.741	Dec 29, 08	Apr 19, 12	1,940 16	1,320 19			619.97
AMER ELECTRIC POWER CO	FIFO	675 000	Oct 19, 10	Jan 03, 12	27,347 84	25,214 25			2,133 59
BB&T CAPITAL TRUST VI 9 600% DUE 08/01/64	FIFO	940 000	Aug 24, 09	Jul 18, 12	23,500 00	24,943 45		-1,443 45	
	FIFO	730 000	Oct 13, 09	Jul 18, 12	18,250 00	20,187 25		-1,937 25	
	FIFO	2,150 000	Apr 06, 11	Jul 18, 12	53,750 00	60,590 75		-6,840 75	
CALAMOS GLOBAL GROWTH & INCOME FUND A	FIFO	2,418 224	Nov 22, 06	May 22, 12	25,193 28	25,880 25		-686 97	
	FIFO	2 249	Dec 28, 06	May 22, 12	23 43	24 11		-0 68	
	FIFO	147 237	Nov 16, 07	May 22, 12	1,533 93	1,687 34		-153 41	
	FIFO	6 261	Dec 20, 07	May 22, 12	65 23	71 31		-6 08	
	FIFO	81 954	Dec 18, 08	May 22, 12	853 80	586 79			267 01

continued next page

Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
	FIFO	11 419	Mar 18, 10	May 22, 12	118 97	112 48			6 49
	FIFO	41 574	Jun 17, 10	May 22, 12	433 12	397 03			36 09
CALAMOS GROWTH FUND CLASS A	FIFO	2,508 684	Nov 19, 04	May 22, 12	123,274 43	130,000 00		-6,725 57	
	FIFO	1,328 525	Jan 31, 05	May 22, 12	65,282 50	70,005 25		-4,722 75	
	FIFO	167 626	Nov 17, 05	May 22, 12	8,236 99	8,994 80		-757 81	
	FIFO	648 299	Jan 20, 06	May 22, 12	31,856 81	38,112 25		-6,255 44	
	FIFO	169 037	Nov 16, 06	May 22, 12	8,306 33	9,151 69		-845 36	
	FIFO	640 214	Nov 16, 07	May 22, 12	31,459 53	36,479 39		-5,019 86	
CITIGROUP CAP XVI 6 450% SER W DUE 12/31/66 CALLABLE	FIFO	2,000 000	Nov 15, 06	Jun 14, 12	49,745 37	50,000 00		-254 63	
DISTRICT OF COLUMBIA REV HOSP FSA OID96 047BE /R/ 5 250 071545 DTD 041008 Original cost basis $50,792 75	FIFO	50,000 000	Jul 08, 08	Jan 12, 12	50,994 75	50,557 81			436 94
HSBC HLDGS PLC SER A 6 200% PREFERRED CLBL PAR VALUE - 25 00 USD	FIFO	1,400 000	Nov 30, 10	Sep 07, 12	35,032 64	33,513 75			1,518 89
	FIFO	235 000	Jun 17, 11	Sep 07, 12	5,880 48	5,691 62			188 86
	FIFO	1,765 000	Jun 17, 11	Sep 21, 12	44,394 47	42,747 73			1,646 74
ILLINOIS FIN AUTH SER A REV NPFG B/E /R/ 5 000 051535 DTD 051707	FIFO	100,000 000	Dec 07, 07	Feb 08, 12	98,744 75	101,520 40		-2,775 65	
JOHN HANCOCK LARGE CAP EQUITY FUND CLASS A	FIFO	972 920	Oct 02, 07	Aug 08, 12	26,112 13	25,986 70			125 43
	FIFO	3,767 566	Jan 29, 08	Aug 08, 12	101,117 44	104,831 22		-3,713 78	
	FIFO	9 380	Jan 30, 08	Aug 08, 12	251 75	261 01		-9 26	
	FIFO	37 400	Dec 16, 08	Aug 08, 12	1,003 78	602 89			400 89
	FIFO	105 795	Dec 16, 08	Aug 08, 12	2,839 42	1,720 21			1,119 21
	FIFO	3 446	Dec 15, 09	Aug 08, 12	92 49	78 12			14 37
	FIFO	11 742	Dec 21, 10	Aug 08, 12	315 14	300 83			14 31

continued next page

Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
MARYLAND ST HLTH HGHR ED NPFG CRC OID@92 6818 /R/ 5.000 100139 DTD 060199	FIFO	50,000 000	Nov 16, 04	Mar 26, 12	49,124 75	50,005 27		-880 52	
MARYLAND ST HLTH&HI EDL FACS RV OID98 5182 BE/R/ 5 500 070136 DTD 070804	FIFO	55,000 000	Jul 16, 04	Mar 07, 12	56,644 75	55,525 98 [1]			1,118 77
NEVADA ST SER B NPFG B/E /R/ 5 000 060136 DTD 071806	FIFO	50,000 000	Jan 03, 08	Mar 07, 12	51,644.25	51,424.33			219 92
PUERTO RICO COMWLTH PUB ASSUR A-ASS CR/R/ 5 500 070129 DTD 102501 Original cost basis $31,513 35	FIFO	30,000 000	Feb 09, 09	Mar 26, 12	32,754 75	31,369 62			1,385 13
TORTOISE MLP FUND INC	FIFO	810 000	Jan 11, 11	Mar 01, 12	21,514 43	19,459 02			2,055 41
WELLS FARGO DISCIPLINED U S CORE FUND CLASS A	FIFO	4,576 494	Jan 29, 08	Apr 25, 12	67,681 68	69,700 00		-2,018 32	
	FIFO	6 277	Jan 31, 08	Apr 25, 12	92 83	96 65		-3 83	
	FIFO	19 745	Feb 01, 08	Apr 25, 12	292 00	304 07		-12 07	
	FIFO	10 190	Feb 29, 08	Apr 25, 12	150 70	151 42		-0.72	
	FIFO	3 373	Mar 31, 08	Apr 25, 12	49 89	49 82			0 07
	FIFO	15 786	Jun 12, 08	Apr 25, 12	233 46	237 26		-3 80	
	FIFO	10 512	Sep 11, 08	Apr 25, 12	155 46	148 22			7 24
	FIFO	196 467	Dec 03, 08	Apr 25, 12	2,905 54	1,888 05			1,017 49
	FIFO	28 812	Dec 11, 08	Apr 25, 12	426.10	277 75			148 35
	FIFO	2 207	Dec 17, 10	Apr 25, 12	32 64	29 55			3 09
WELLS FARGO GLOBAL OPPORTUNITIES FUND CLASS A	FIFO	2,227 074	Jan 29, 08	Apr 25, 12	72,396 95	69,796 50			2,600 45
	FIFO	9 068	Dec 10, 08	Apr 25, 12	294 78	179 73			115 05
Total					**$1,486,088.03**	**$1,512,726.03**		**-$46,804.01**	**$20,166.01**
Net long-term capital gains or losses								**-$26,638.00**	
Net capital gains/losses:								**-$20,945.53**	

continued next page

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/interest period	Days in period
Cash	0 00	1,860 53				
RMA MONEY MKT PORTFOLIO	340,156 53	379,719 83	1 00	0 01%	Nov 26 to Dec 23	28
Total	**$340,156.53**	**$381,580.36**				

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
BP PLC SPON ADR								
Symbol BP Exchange NYSE								
EAI $1,156 Current yield 5 19%	Feb 2, 10	355 000	56 187	19,946 69	41 640	14,782 20	-5,164 49	LT
	Mar 5, 10	180 000	56 904	10,242 85	41 640	7,495 20	-2,747 65	LT
Security total		535 000	56 429	30,189 54		22,277 40	-7,912 14	
CENTURYLINK INC								
Symbol CTL Exchange NYSE								
EAI $4,307 Current yield 7 41%	Oct 20, 10	750 000	40 657	30,492 75	39 120	29,340 00	-1,152 75	LT
	Apr 8, 11	735 000	41 246	30,316 30	39 120	28,753 20	-1,563 10	LT
Security total		1,485 000	40 949	60,809 05		58,093 20	-2,715 85	
CITIGROUP INC								
Symbol C Exchange NYSE								
EAI $10 Current yield 0 10%	Oct 31, 08	245 000	384 346	94,164 77	39 560	9,692 20	-84,472 57	LT
LLOYDS BANKING GROUP PLC SPON ADR								
Symbol LYG Exchange NYSE	Apr 11, 08	1,486 000	33 839	50,285 04	3 200	4,755 20	-45,529 84	LT
Total				**$235,448.40**		**$94,818.00**	**-$140,630.40**	

Total estimated annual income: $5,473

Your assets › Equities (continued)

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
EATON VANCE TAX MANAGED GLOBAL									
BUY WRITE OPPORTUNITIES FUND									
Symbol ETW									
Trade date Jan 10, 08	2,840 000	17 787	50,516 05	50,516 05	10 690	30,359 60	-20,156 45		LT
Total reinvested	327 000	10 779		3,525 00	10 690	3,495 63	-29 37		
EAI $3,699 Current yield 10 93%									
Security total	3,167 000	17 064	50,516 05	54,041 05		33,855 23	-20,185 82	-16,660 82	
EATON VANCE RISK-MANAGED									
DIVERSIFIED EQUITY INCOME									
FUND									
Symbol ETJ									
Trade date May 6, 10	600 000	16 443	9,865 85	9,865 85	10 430	6,258 00	-3,607 85		LT
Total reinvested	53 000	10 821		573 55	10 430	552 79	-20 76		
EAI $729 Current yield 10 70%									
Security total	653 000	15 987	9,865 85	10,439 40		6,810 79	-3,628 61	-3,055 06	
KAYNE ANDERSON MLP INVESTMENT									
CO									
Symbol KYN									
Trade date May 6, 10	400 000	25 060	10,024 32	10,024 32	29 470	11,788 00	1,763 68		LT
Trade date Sep 20, 10	760 000	26 181	19,897.76	19,897 76	29 470	22,397 20	2,499 44		LT
Trade date Apr 6, 11	1,000 000	30 580	30,580 45	30,580 45	29 470	29,470 00	-1,110 45		LT
Total reinvested	150 000	26 875		4,031 38	29 470	4,420 50	389 12		
EAI $5,082 Current yield 7 47%									
Security total	2,310 000	27 937	60,502 53	64,533 91		68,075 70	3,541 79	7,573 17	
TORTOISE MLP FUND INC									

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Your assets › Equities › Closed end funds & Exchange traded products (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Symbol NTG									
Total reinvested	13 000	27 109		352 42	24 510	318 63	-33 79	318 63	
EAI· $22 Current yield 6 90%									
Total			**$120,884.43**	**$129,366.78**		**$109,060.35**	**-$20,306.43**	**-$11,824.08**	

Total estimated annual income: $9,532

Mutual funds

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
AMER FUNDS CAPITAL									
WORLD GROWTH & INCOME									
FUND CL A									
Symbol CWGIX									
Trade date Jan 27, 04	3,162 555	31 620	100,000 00	100,000 00	37 200	117,647 04	17,647 04		LT
Trade date Mar 22, 04	15 569	30 469	474 38	474 38	37 200	579 17	104 79		LT
Trade date Jun 7, 04	17 950	30 099	540 28	540 28	37 200	667 74	127 46		LT
Trade date Sep 27, 04	25 051	30 619	767 06	767 06	37 200	931 90	164 84		LT
Trade date Aug 21, 07	1,141 553	43 804	50,005 25	50,005 25	37 200	42,465 77	-7,539 48		LT
Trade date Apr 6, 11	1,332 978	37 513	50,005 25	50,005 25	37 200	49,586 78	-418 47		LT
Total reinvested	1,611 562	38 236		61,620 30	37 200	59,950 10	-1,670 20		
EAI $6,065 Current yield 2 23%									
Security total	7,307 218	36 048	201,792 22	263,412 52		271,828 50	8,415 98	70,036 28	
AMERICAN FUNDS NEW WORLD									
FUND CL A									
Symbol NEWFX									
Trade date Dec 10, 10	1,646 460	54 175	89,197 63	89,197 63	54 490	89,715 61	517 98		LT

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Your assets › **Equities** › **Mutual funds** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Trade date Feb 3, 11	465 549	53 711	25,005 25	25,005 25	54 490	25,367 77	362 52		LT
Total reinvested	74 401	50 285		3,741 27	54 490	4,054 11	312 84		
EAI $1,559 Current yield 1 31%									
Security total	2,186 410	53 944	114,202 88	117,944.15		119,137 48	1,193 34	4,934 61	
AMERICAN FUNDS EURO PACIFIC GROWTH FUND CL A									
Symbol AEPGX									
Trade date Feb 15, 11	1,779 359	42 152	75,005 25	75,005 25	41 220	73,345 18	-1,660 07		LT
Trade date Apr 6, 11	688 389	43 587	30,005 25	30,005 25	41 220	28,375 39	-1,629 86		LT
Total reinvested	83 761	38 082		3,189 83	41 220	3,452 63	262 80		
EAI $1,763 Current yield 1 68%									
Security total	2,551 509	42 406	105,010 50	108,200 33		105,173 20	-3,027 13	162 70	
AMERICAN FUNDS GROWTH FUND OF AMERICA CLASS A									
Symbol AGTHX									
Trade date Feb 1, 11	1,589 825	31 453	50,005 25	50,005 25	34 350	54,610 49	4,605 24		LT
Trade date. Feb 15, 11	2,351 097	31 902	75,005 25	75,005 25	34 350	80,760 18	5,754 93		LT
Total reinvested	62 901	31 588		1,986 92	34 350	2,160 65	173 73		
EAI $1,133 Current yield 0 82%									
Security total	4,003 823	31 719	125,010 50	126,997 42		137,531 32	10,533 90	12,520 82	
AMERICAN FUNDS INVESTMENT COMPANY OF AMERICA CL A									
Symbol AIVSX									
Trade date May 25, 05	3,247 805	30 328	98,500 00	98,500 00	30 160	97,953 80	-546 20		LT
Trade date Aug 21, 07	1,001 144	34 965	35,005 25	35,005 25	30 160	30,194 50	-4,810 75		LT
Trade date Mar 18, 11	1,060 820	28 284	30,005 25	30,005 25	30 160	31,994 33	1,989 08		LT
Trade date Dec 20, 12	1,762 821	31 202	55,005 25	55,005 25	30 160	53,166 68	-1,838 57		ST
Total reinvested	1,183 093	31 099		36,793 36	30 160	35,682 08	-1,111 28		
EAI $4,293 Current yield 1 72%									
Security total	8,255 683	30 925	218,515 75	255,309 11		248,991 39	-6,317 72	30,475 64	

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Your assets › Equities › Mutual funds (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
AMERICAN FUNDS									
WASHINGTON MUTUAL									
INVESTORS FUND CL A									
Symbol AWSHX									
Trade date. Jan 27, 04	3,167 490	29 990	94,993 03	94,993 03	31 210	98,857 36	3,864 33		LT
Trade date Mar 22, 04	31 239	28 819	900 30	900 30	31 210	974 97	74 67		LT
Trade date Jun 21, 04	30 839	29 330	904 52	904 52	31 210	962 49	57 97		LT
Trade date Sep 20, 04	31 675	29 750	942 34	942 34	31 210	988 58	46 24		LT
Trade date May 25, 05	3,233 699	30 460	98,500 00	98,500 00	31 210	100,923 75	2,423 75		LT
Total reinvested	2,592 688	30 785		79,818 17	31 210	80,917 79	1,099 62		
EAI $6,088 Current yield 2 15%									
Security total	9,087 630	30 377	196,240 19	276,058 36		283,624 93	7,566 58	87,384 75	
BLACKROCK INTERNATIONAL									
OPPORTUNITIES A									
Symbol BREAX									
Trade date Nov 22, 10	2,282 410	32 862	75,005 25	75,005 25	32 750	74,748 93	-256 32		LT
Trade date Mar 18, 11	908 265	33 035	30,005 25	30,005 25	32 750	29,745 68	-259 57		LT
Trade date May 3, 11	931 099	35 805	33,338 58	33,338 58	32 750	30,493 49	-2,845 09		LT
Total reinvested	156 856	30 196		4,736 50	32 750	5,137 03	400 53		
EAI $1,989 Current yield 1 42%									
Security total	4,278 630	33 442	138,349 08	143,085 58		140,125 13	-2,960 45	1,776 05	
BLACKROCK U S									
OPPORTUNITIES A									
Symbol BMEAX									
Trade date Nov 22, 10	3,998 934	37 511	150,005 25	150,005 25	34 080	136,283 66	-13,721 59		LT
Trade date Apr 27, 11	1,075 242	42 414	45,606 25	45,606 25	34 080	36,644 25	-8,962 00		LT
Total reinvested	815 086	32 041		26,116 85	34 080	27,778 13	1,661 28		
EAI $306 Current yield 0 15%									
Security total	5,889 262	37 650	195,611 50	221,728 35		200,706 04	-21,022 31	5,094 54	
BLACKROCK HEALTH									
SCI OPPOR A									

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Your assets › **Equities** › **Mutual funds** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Symbol SHSAX									
Trade date Nov 22, 10	2,607 789	28 762	75,005 25	75,005 25	31 420	81,936 73	6,931 48		LT
Trade date Apr 27, 11	1,429 947	31 893	45,606 25	45,606 25	31 420	44,928 93	-677 32		LT
Trade date Apr 25, 12	2,348 243	31 302	73,505 25	73,505 25	31 420	73,781 79	276 54		ST
Trade date May 22, 12	1,652 346	30 263	50,005 25	50,005 25	31 420	51,916 71	1,911 46		ST
Total reinvested	962 208	30 196		29,055 77	31 420	30,232 57	1,176 80		
Security total	9,000 533	30 351	244,122 00	273,177.77		282,796 74	9,618 96	38,674 73	
BLACKROCK EQUITY									
DIVIDEND FUND A									
Symbol MDDVX									
Trade date Nov 22, 10	11,897 680	16 810	200,005 25	200,005 25	19 890	236,644 86	36,639 61		LT
Trade date· Apr 18, 11	5,434 783	18 400	100,005 25	100,005 25	19 890	108,097 83	8,092 58		LT
Trade date May 25, 11	2,156 334	18 552	40,005 25	40,005 25	19 890	42,889 48	2,884 23		LT
Total reinvested	852 224	18 872		16,083 58	19 890	16,950 74	867 16		
EAI $8,401 Current yield· 2 08%									
Security total	20,341 021	17 506	340,015 75	356,099 33		404,582 90	48,483 58	64,567 16	
BLACKROCK CAPITAL									
APPRECIATION INV A									
Symbol MDFGX									
Trade date Nov 22, 10	6,790 403	22 090	150,005 25	150,005 25	23 750	161,272 07	11,266 82		LT
Trade date· Mar 18, 11	1,327 434	22 603	30,005 25	30,005 25	23 750	31,526 56	1,521 31		LT
Total reinvested	16 835	23 600		397 31	23 750	399 83	2 52		
EAI $399 Current yield 0 21%									
Security total	8,134 672	22 178	180,010 50	180,407 81		193,198 46	12,790 65	13,187 96	
BLACKROCK GLOBAL SMALL									
CAP FUND INC A									
Symbol MDGCX									
Trade date Nov 22, 10	3,456 221	21 701	75,005 25	75,005 25	22 930	79,251 15	4,245 90		LT
Trade date May 3, 11	1,344 086	24 803	33,338 58	33,338 58	22 930	30,819 89	-2,518 69		LT
Trade date May 12, 11	2,455 997	24 432	60,005 25	60,005 25	22 930	56,316 01	-3,689 24		LT
Trade date May 25, 11	1,681 379	23 793	40,005 25	40,005 25	22 930	38,554 02	-1,451 23		LT

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Your assets › **Equities** › **Mutual funds** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Total reinvested	385 427	21 736		8,377 71	22 930	8,837 84	460 13		
EAI $6,004 Current yield 2 81%									
Security total	9,323 110	23 247	208,354 33	216,732 04		213,778 91	-2,953 13	5,424 58	
BLACKROCK LONG-HORIZON									
EQUITY FUND CLASS A									
Symbol MDEGX									
Trade date Nov 22, 10	6,213 753	12 070	75,005 25	75,005 25	12 160	75,559 24	553 99		LT
Trade date Feb 1, 11	5,836 576	12 850	75,005 25	75,005 25	12 160	70,972 76	-4,032 49		LT
Trade date Feb 3, 11	1,944 012	12 862	25,005 25	25,005 25	12 160	23,639 19	-1,366 06		LT
Trade date Mar 18, 11	2,396 166	12 522	30,005 25	30,005 25	12 160	29,137 38	-867 87		LT
Trade date May 12, 11	3,067 485	13 041	40,005 25	40,005 25	12 160	37,300 62	-2,704 63		LT
Total reinvested	1,604 860	11 766		18,883 57	12 160	19,515 10	631 53		
EAI $7,140 Current yield 2 79%									
Security total	21,062 852	12 530	245,026 25	263,909 82		256,124 28	-7,785 53	11,098 04	
FT MUTUAL GLOBAL									
DISCOVERY FUND CLASS A									
Symbol TEDIX									
Trade date· Sep 13, 10	1,711 448	28 039	47,989 00	47,989 00	28 270	48,382 63	393 63		LT
Total reinvested	263 555	28 095		7,404 60	28 270	7,450 70	46 10		
EAI $954 Current yield 1 71%									
Security total	1,975 003	28 047	47,989 00	55,393 60		55,833 33	439 73	7,844 33	
FT MUTUAL EUROPEAN A									
Symbol TEMIX									
Trade date Sep 13, 10	2,361 663	20 320	47,989 00	47,989 00	20 710	48,910 04	921 04		LT
Total reinvested	265 232	19 864		5,268 60	20 710	5,492 95	224 35		
EAI $1,637 Current yield 3 01%									
Security total	2,626 895	20 274	47,989 00	53,257 60		54,402 99	1,145 39	6,413 99	
PRUDENTIAL JENNISON									
20/20 FOCUS FUND A									
Symbol PTWAX									
Trade date Nov 9, 10	10,150 622	15 270	155,005 25	155,005 25	15 960	162,003 92	6,998 67		LT

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Your assets › Equities › Mutual funds (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Trade date Feb 17, 11	1,480 166	16 893	25,005 25	25,005 25	15 960	23,623 45	-1,381 80		LT
Trade date May 25, 11	2,375 297	16 842	40,005 25	40,005 25	15 960	37,909 74	-2,095 51		LT
Total reinvested	1,138 772	15 487		17,637 08	15 960	18,174 80	537 72		
Security total	15,144 857	15 692	220,015 75	237,652 83		241,711 91	4,059 08	21,696 16	
PRUDENTIAL JENNISON									
SELECT GROWTH FUND A									
Symbol SPFAX									
Trade date Nov 9, 10	18,472 906	8 120	150,005 25	150,005 25	9 720	179,556 65	29,551 40		LT
Trade date May 3, 11	3,695 491	9 021	33,338 58	33,338 58	9 720	35,920 17	2,581 59		LT
Trade date Apr 19, 12	4,366 197	9 941	43,405 25	43,405 25	9 720	42,439 43	-965 82		ST
Trade date May 22, 12	5,347 594	9 350	50,005 25	50,005 25	9 720	51,978 61	1,973 36		ST
Security total	31,882 188	8 681	276,754 33	276,754 33		309,894 86	33,140 53	33,140 53	
PRUDENTIAL GLOBAL REAL									
ESTATE FUND A									
Symbol PURAX									
Trade date Nov 9, 10	2,574 665	19 422	50,005 25	50,005 25	21 620	55,664 25	5,659 00		LT
Total reinvested	203 784	19 505		3,974 81	21 620	4,405 81	431 00		
EAI $828 Current yield 1 38%									
Security total	2,778 449	19 428	50,005 25	53,980 06		60,070 06	6,090 00	10,064 81	
PRUDENTIAL JENNISON									
EQUITY INCOME FUND A									
Symbol SPQAX									
Trade date Nov 9, 10	15,349 194	13 030	200,005 25	200,005 25	13 990	214,735 22	14,729 97		LT
Trade date Apr 18, 11	7,215 007	13 860	100,005 25	100,005 25	13 990	100,937 95	932 70		LT
Trade date May 25, 11	2,826 855	14 151	40,005 25	40,005 25	13 990	39,547 70	-457 55		LT
Trade date Aug 18, 11	2,448 980	12 252	30,005 25	30,005 25	13 990	34,261 23	4,255 98		LT
Trade date May 22, 12	5,311 077	13 180	70,005 25	70,005 25	13 990	74,301 97	4,296 72		ST
Total reinvested	2,308 484	13 488		31,136 85	13 990	32,295 69	1,158 84		
EAI $18,616 Current yield 3 75%									
Security total	35,459 597	13 287	440,026 25	471,163 10		496,079 76	24,916 66	56,053 51	
PRUDENTIAL FINANCIAL									

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Your assets › **Equities** › **Mutual funds** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
SERVICES FUND A									
Symbol PFSAX									
Trade date Nov 9, 10	3,597 122	13 901	50,005 25	50,005 25	13 600	48,920 86	-1,084 39		LT
Trade date Apr 27, 11	3,197 826	14 261	45,606 25	45,606 25	13 600	43,490 43	-2,115 82		LT
Total reinvested	548 692	12 558		6,890 85	13 600	7,462 21	571 36		
EAI $617 Current yield 0 62%									
Security total	7,343 640	13 958	95,611 50	102,502 35		99,873 50	-2,628 85	4,262 00	
PRUDENTIAL JENNISON									
MID-CAP GROWTH FUND INC									
A									
Symbol PEEAX									
Trade date Nov 9, 10	2,869 166	26 141	75,005 25	75,005 25	31 230	89,604 05	14,598 80		LT
Trade date· Feb 1, 11	893 495	27 985	25,005 25	25,005 25	31 230	27,903 85	2,898 60		LT
Trade date. Feb 17, 11	860 289	29 066	25,005 25	25,005 25	31 230	26,866 82	1,861 57		LT
Trade date Apr 25, 11	1,665 556	30 023	50,005 25	50,005 25	31 230	52,015 31	2,010 06		LT
Trade date May 12, 11	1,312 767	30 473	40,005 25	40,005 25	31 230	40,997 71	992 46		LT
Trade date May 25, 11	1,343 635	29 773	40,005 25	40,005 25	31 230	41,961 72	1,956 47		LT
Total reinvested	334 593	30 393		10,169 34	31 230	10,449 34	280 00		
EAI $362 Current yield· 0 12%									
Security total	9,279 501	28 579	255,031 50	265,200 84		289,798 81	24,597 96	34,767 30	
PRUDENTIAL JENNISON									
SMALL COMPANY FUND INC A									
Symbol PGOAX									
Trade date. Nov 9, 10	3,961 965	18 931	75,005 25	75,005 25	22 420	88,827 25	13,822 00		LT
Trade date Feb 1, 11	2,388 915	20 932	50,005 25	50,005 25	22 420	53,559 47	3,554 22		LT
Trade date Apr 25, 11	2,245 173	22 272	50,005 25	50,005 25	22 420	50,336 78	331 53		LT
Total reinvested	40 838	21 389		873 52	22 420	915 59	42 07		
EAI $881 Current yield 0 45%									
Security total	8,636 891	20 365	175,015 75	175,889 27		193,639 09	17,749 82	18,623 34	
PRUDENTIAL JENNISON									
NATURAL RESOURCES FUND									

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Your assets › Equities › Mutual funds (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
INC A									
Symbol PGNAX									
Trade date Nov 9, 10	1,861 504	53 722	100,005 25	100,005 25	45 090	83,935 21	-16,070 04		LT
Trade date Feb 1, 11	1,035 912	57 925	60,005 25	60,005 25	45 090	46,709 27	-13,295 98		LT
Trade date Feb 17, 11	839 067	59 596	50,005 25	50,005 25	45 090	37,833 53	-12,171 72		LT
Trade date May 11, 11	897 666	55 705	50,005 25	50,005 25	45 090	40,475 76	-9,529 49		LT
Total reinvested	20 120	52 449		1,055 29	45 090	907 21	-148 08		
Security total	4,654 269	56 094	260,021 00	261,076 29		209,860 98	-51,215 31	-50,160 02	
PRUDENTIAL JENNISON									
EQUITY OPPORTUNITY FUND									
CLASS A									
Symbol PJIAX									
Trade date Nov 9, 10	11,295 181	13 280	150,005 25	150,005 25	15 860	179,141 57	29,136 32		LT
Trade date Feb 3, 11	1,387 925	14 413	20,005 25	20,005 25	15 860	22,012 49	2,007 24		LT
Total reinvested	62 763	15 360		964 04	15 860	995 42	31 38		
EAI $752 Current yield 0 37%									
Security total	12,745 869	13 414	170,010 50	170,974 54		202,149 48	31,174 94	32,138 98	
Total			**$4,550,731.28**	**$4,926,907.40**		**$5,070,914.05**	**$144,006.67**	**$520,182.77**	

Total estimated annual income: $69,787

Other equity investments

Cost basis and gains and losses have not been adjusted automatically for return of capital payments Restricted security values are estimated for informational purposes See *Important information about your statement* at the end of this document for additional information

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
LINN ENERGY LLC UNITS REPSTG								
LTD LIABILITY CO INTS								
Symbol LINE Exchange OTC								
EAI $6,032 Current yield 8 23%	Jun 17, 11	1,080 000	37 216	40,193 68	35 240	38,059 20	-2,134 48	LT
	Jan 12, 12	1,000 000	35 950	35,950 00	35 240	35,240 00	-710 00	ST
Security total		2,080 000	36 608	76,143 68		73,299 20	-2,844 48	

Your assets (continued)

Fixed income

Corporate bonds and notes

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values Actual market values may vary and thus gains/losses may not be accurately reflected Cost basis has been adjusted for accreted original issue discount (OID) If you have made a tax election to deduct the premium amortization on taxable debt securities, you may request that UBS adjust cost basis for the bond premium amortization

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
BARCLAYS BANK PLC FOREIGN SECURITY RATE 06 278% MATURES 12/29/49 CALLABLE ACCRUED INTEREST $237 16 ISIN US06738C8284 Moody Ba2 S&P BBB EAI $5,336 Current yield 6 54%	Sep 07, 12	45,000 000	89 753	40,394 10	95 942	43,173 90	2,779 80	ST
	Sep 21, 12	40,000 000	95 550	38,225 25	95 942	38,376 80	151 55	ST
Security total		85,000 000		78,619 35		81,550 70	2,931 35	

Municipal securities

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values Actual market values may vary and thus gains/losses may not be accurately reflected Cost basis has been automatically adjusted for mandatory amortization of bond premium on coupon tax-exempt municipal securities and for accreted original issue discount for securities issued at a discount When original cost basis is displayed, amortization has been done using the constant yield method, otherwise amortization has been done using the straight line method

Holding	Trade date	Total face value at maturity ($)	Purchase price($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
MONTGOMERY CO MD HSG OPPNTY COMM HSG A B/E/R/ RATE 06 000% MATURES 07/01/20 CALLABLE 01/31/13 @ 100 00 ACCRUED INTEREST $450 00 CUSIP 613344NV8 Moody Aa2 S&P Not rated EAI $900 Current yield 5 98%	May 09, 96	15,000 000	100 000	15,000 00[1]	100 267	15,040 05	40 05	LT

continued next page

Your assets › **Fixed income** › **Municipal securities** (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
MONTGOMERY CO MD HSG OPP								
COMMN M/F SR A B/E /R/								
RATE 06 050% MATURES 07/01/26								
CALLABLE 01/31/13 @ 100 00								
ACCRUED INTEREST $151 25								
CUSIP 613344NW6								
Moody Aa2 S&P Not rated								
EAI $303 Current yield 6 04%	Feb 12, 99	5,000 000	100 000	5,000 02 [1]	100 232	5,011 60	11 58	LT
Total		**$20,000.000**		**$20,000.02**		**$20,051.65**	**$51.63**	

Total accrued interest: $601.25

Total estimated annual income: $1,203

[1] Indicates cost basis information provided by you or another third party UBS FS has not verified this information and does not guarantee its accuracy

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
NUVEEN MD PREM INC MUN FD									
Symbol NMY									
	1,039 442	—This information was unavailable—			15 200	15,799 52			
Total reinvested	50 558	14 182		717 04	15 200	768 48	51 44		
EAI $837 Current yield 5 05%									
Security total	1,090 000	14 183		717 04		16,568 00	51 44		
STONE HBR EMERGING MKTS									
Symbol EDI									
Trade date Oct 25, 12	4,000 000	25 000	100,000 00	100,000 00	24 520	98,080 00	-1,920 00	-1,920 00	ST
EAI $7,252 Current yield 7 39%									
Total			**$100,000.00**	**$100,717.04**		**$114,648.00**	**-$1,868.56**	**-$1,920.00**	

Total estimated annual income: $8,089

Your assets › **Fixed income** (continued)

Mutual funds

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ALLIANCE BERNSTEIN HIGH									
INCOME FD CL B									
Symbol AGDBX									
Total reinvested	23 654	9 009		213 10	9 580	226 60	13 50	226 60	
EAI $12 Current yield 5 30%									
BLACKROCK HIGH YIELD									
BOND A									
Symbol BHYAX									
Trade date Aug 8, 12	16,793 893	7 860	132,005 25	132,005 25	8 090	135,862 59	3,857 34		ST
Total reinvested	369 221	7 978		2,946 00	8 090	2,987 00	41 00		
EAI $8,152 Current yield 5 87%									
Security total	17,163 114	7 863	132,005 25	134,951 25		138,849 59	3,898 34	6,844 34	
FRANKLIN/TEMPLETON									
GLOBAL BOND FUND CLASS A									
Symbol TPINX									
Trade date Sep 13, 10	3,544 239	13 540	47,989 00	47,989 00	13 380	47,421 92	-567 08		LT
Trade date Sep 16, 10	0 137	13 503	1 85	1 85	13 380	1 83	-0 02		LT
Trade date Aug 12, 11	23,043 160	13 670	315,005 25	315,005 25	13 380	308,317 48	-6,687 77		LT
Trade date Oct 24, 11	4,750 058	13 050	61,990 31	61,990 31	13 380	63,555 78	1,565 47		LT
Total reinvested	2,149 199	12 747		27,396 40	13 380	28,756 28	1,359 88		
EAI $18,752 Current yield 4 19%									
Security total	33,486 793	13 509	424,986 41	452,382 81		448,053 29	-4,329 52	23,066 88	
PRUDENTIAL HIGH YIELD									
FUND CLASS A									

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Your assets › Fixed income › Mutual funds (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Symbol. PBHAX									
Trade date Apr 2, 12	20,963 110	5 530	115,931 25	115,931 25	5 710	119,699 36	3,768 11		ST
Trade date Apr 19, 12	7,876 588	5 510	43,405 25	43,405 25	5 710	44,975 32	1,570 07		ST
Trade date Apr 25, 12	13,291 139	5 530	73,505 25	73,505 25	5 710	75,892 40	2,387 15		ST
Trade date· May 22, 12	12,820 513	5 460	70,005 25	70,005 25	5 710	73,205 13	3,199 88		ST
Total reinvested	678 438	5 489		3,724 02	5 710	3,873 88	149 86		
EAI $21,528 Current yield 6 78%									
Security total	55,629 788	5 511	302,847 00	306,571 02		317,646 08	11,075 07	14,799 09	
Total			**$859,838.66**	**$894,118.18**		**$904,775.56**	**$10,657.39**	**$44,936.90**	

Total estimated annual income: $48,444

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
QWEST CORPORATION (CTL) 7 000% DUE 07/01/52 CALLABLE Symbol CTU Exchange NYSE EAI $3,500 Current yield 6 73%	Jun 14, 12	2,000 000	25 000	50,000 00	25 990	51,980 00	1,980 00	ST
ROYAL BK SCOTLAND GROUP PLC SER R 6 125% PREFERRED CLBL PAR VALUE - 25 00 USD Symbol RBS PRR Exchange NYSE EAI $7,441 Current yield 6 82%	Jan 31, 08	2,650 000	23 550	62,407 50	22 460	59,519 00	-2,888 50	LT
	Jan 31, 08	1,400 000	23 560	32,984 00	22 460	31,444 00	-1,540 00	LT
	Jan 31, 08	300 000	23 557	7,067 25	22 460	6,738 00	-329 25	LT
	Jun 18, 08	510 000	19 370	9,878 85	22 460	11,454 60	1,575 75	LT
Security total		4,860 000		112,337 60		109,155 60	-3,182 00	
WELLS FARGO AND COMPANY 5 200% (WFC) 5 200% PREF CLBL 25 00 USD Symbol WFC PRN Exchange NYSE EAI. $2,600 Current yield 5 16%	Aug 9, 12	2,000 000	25 000	50,000 00	25 180	50,360 00	360 00	ST
Total				**$212,337.60**		**$211,495 60**	**-$842.00**	

Total estimated annual income: $13,541

Your assets (continued)

Other

Mutual funds

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
AMERICAN FUNDS CAPITAL									
INCOME BUILDER FUND									
CL A									
Symbol CAIBX									
Trade date Feb 2, 11	1,484 854	50 513	75,005 25	75,005 25	52 770	78,355 75	3,350 50		LT
Trade date Feb 15, 11	994 036	50 305	50,005 25	50,005 25	52 770	52,455 28	2,450 03		LT
Trade date Feb 16, 11	988 728	50 570	50,000 00	50,000 00	52 770	52,175 18	2,175 18		LT
Trade date Mar 18, 11	805 964	49 636	40,005 25	40,005 25	52 770	42,530 72	2,525 47		LT
Trade date Apr 25, 11	959 509	52 115	50,005 25	50,005 25	52 770	50,633 29	628 04		LT
Trade date May 12, 11	761 615	52 526	40,005 25	40,005 25	52 770	40,190 42	185 17		LT
Trade date May 25, 11	770 564	51 916	40,005 25	40,005 25	52 770	40,662 66	657 41		LT
Trade date Jul 7, 11	767 754	52 106	40,005 25	40,005 25	52 770	40,514 38	509 13		LT
Trade date Aug 18, 11	1,350 790	48 123	65,005 25	65,005 25	52 770	71,281 19	6,275 94		LT
Total reinvested	395 515	49 550		19,597 83	52 770	20,871 33	1,273 50		
EAI $17,863 Current yield 3 65%									
Security total	9,279 329	50 611	450,042 00	469,639 83		489,670 19	20,030 37	39,628 20	
AMERICAN FUNDS INCOME									
FUND OF AMERICA CL A									
Symbol AMECX									
Trade date Aug 21, 07	1,959 824	20 412	40,005 25	40,005 25	18 060	35,394 42	-4,610 83		LT
Trade date Feb 2, 11	2,946 376	16 971	50,005 25	50,005 25	18 060	53,211 55	3,206 30		LT
Trade date Feb 15, 11	2,927 400	17 081	50,005 25	50,005 25	18 060	52,868 84	2,863 59		LT
Trade date Feb 16, 11	2,915 452	17 149	50,000 00	50,000 00	18 060	52,653 06	2,653 06		LT

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Your assets › **Other** › **Mutual funds** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Trade date Mar 18, 11	2,382 370	16 792	40,005 25	40,005 25	18 060	43,025 60	3,020 35		LT
Trade date Apr 25, 11	2,866 972	17 441	50,005 25	50,005 25	18 060	51,777 51	1,772 26		LT
Trade date May 25, 11	2,297 530	17 412	40,005 25	40,005 25	18 060	41,493 39	1,488 14		LT
Trade date Jul 7, 11	2,296 211	17 422	40,005 25	40,005 25	18 060	41,469 57	1,464 32		LT
Trade date Aug 18, 11	4,075 235	15 951	65,005 25	65,005 25	18 060	73,598 74	8,593 49		LT
Trade date Apr 19, 12	2,505 774	17 322	43,405 25	43,405 25	18 060	45,254 28	1,849 03		ST
Trade date May 22, 12	4,139 562	16 911	70,005 25	70,005 25	18 060	74,760 49	4,755 24		ST
Total reinvested	1,529 542	16 766		25,644 71	18 060	27,623 53	1,978 82		
EAI $21,676 Current yield 3 65%									
Security total	32,842 248	17 176	538,452 50	564,097 21		593,130 99	29,033 77	54,678 48	
BLACKROCK GLOBAL ALLOCATION FUND INC A Symbol MDLOX									
Trade date. Feb 9, 04	125 614	15 512	1,948 53	1,948 53	19 740	2,479 62	531 09		LT
Trade date Nov 22, 10	10,487 677	19 070	200,005 25	200,005 25	19 740	207,026 74	7,021 49		LT
Trade date Apr 6, 11	4,933 399	20 271	100,005 25	100,005 25	19 740	97,385 30	-2,619 95		LT
Trade date. Jul 7, 11	1,965 602	20 352	40,005 25	40,005 25	19 740	38,800 98	-1,204 27		LT
Total reinvested	960 554	18 506		17,776 26	19 740	18,961 34	1,185 08		
EAI $4,286 Current yield 1 18%									
Security total	18,472 846	19 474	341,964 28	359,740 54		364,653 98	4,913 44	22,689 70	
DELAWARE FOUNDATION MODERATE ALLOCATION FD CLASS A Symbol DFBAX									
Trade date Feb 15, 11	4,965 424	11 159	55,414 13	55,414.13	11 660	57,896 84	2,482 71		LT
Total reinvested	166 643	11 026		1,837 44	11 660	1,943 06	105 62		
EAI $960 Current yield 1 60%									
Security total	5,132 067	11 156	55,414 13	57,251 57		59,839 90	2,588 33	4,425 77	
FT-FRANKLIN INCOME A Symbol FKINX									
Trade date Jan 13, 04	41,127 394	2 431	99,999 99	99,999 99	2 240	92,125 36	-7,874 63		LT

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Your assets › **Other** › **Mutual funds** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Trade date Jan 14, 04	41,127 394	2 431	99,999 99	99,999 99	2 240	92,125 36	-7,874 63		LT
Trade date Feb 3, 04	385 674	2 421	933 88	933 88	2 240	863 91	-69 97		LT
Trade date Mar 2, 04	385 882	2 431	938 26	938 26	2 240	864 38	-73 88		LT
Trade date Apr 2, 04	392 550	2 401	942 64	942 64	2 240	879 31	-63 33		LT
Trade date May 4, 04	401 120	2 361	947 10	947 10	2 240	898 51	-48 59		LT
Trade date Jun 2, 04	413 659	2 320	960 08	960 08	2 240	926 60	-33 48		LT
Trade date Jul 2, 04	410 367	2 351	964 81	964 81	2 240	919 22	-45 59		LT
Trade date Aug 3, 04	410 616	2 361	969 52	969 52	2 240	919 78	-49 74		LT
Trade date Sep 3, 04	405 700	2 401	974 22	974.22	2 240	908 77	-65 45		LT
Trade date Oct 4, 04	404 254	2 421	978 87	978 87	2 240	905 53	-73 34		LT
Trade date Aug 21, 07	12,820 513	2 730	35,005 25	35,005 25	2 240	28,717 95	-6,287 30		LT
Trade date Jan 25, 08	19,841 270	2 520	50,005 25	50,005 25	2 240	44,444 44	-5,560 81		LT
Trade date Oct 14, 09	6,115 000	2 000	12,230 00	12,230 00	2 240	13,697 60	1,467 60		LT
Trade date Aug 12, 11	51,470 588	2 040	105,005 25	105,005 25	2 240	115,294 12	10,288 87		LT
Trade date Oct 24, 11	37,961 722	2 090	79,345 25	79,345 25	2 240	85,034 26	5,689 01		LT
	406 166	—This information was unavailable—			2 240	909 81			
Total reinvested	67,414 809	2 212		149,136 98	2 240	151,009 17	1,872 19		
EAI. $38,901 Current yield 6 16%									
Security total	281,894 678	2 271	490,200 36	639,337 34		631,444 07	-8,803 07		
Total			**$1,876,073.27**	**$2,090,066.49**		**$2,138,739.13**	**$47,762.84**	**$121,422.15**	

Total estimated annual income: $83,686

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	**381,580.36**	**4.15%**	**381,580.36**		
Equities	Common stock	94,818 00		235,448 40	5,473 00	-140,630 40
	Closed end funds & Exchange traded products	109,060 35		129,366 78	9,532 00	-20,306 43
	Mutual funds	5,070,914 05		4,926,907 40	69,787 00	144,006 67
	Other equity investments	73,299 20		76,143 68	6,032 00	-2,844 48
	Total equities	**5,348,091.60**	**58.12%**	**5,367,866.26**	**90,824.00**	**-19,774.64**

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Your assets › **Your total assets** (continued)

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Fixed income	Corporate bonds and notes	81,550 70		78,619 35	5,336 00	2,931 35
	Municipal securities	20,051 65		20,000 02	1,203 00	51 63
	* Closed end funds & Exchange traded products	114,648 00		100,717 04	8,089 00	-1,868 56
	Mutual funds	904,775 56		894,118 18	48,444 00	10,657 39
	Preferred securities	211,495 60		212,337 60	13,541 00	-842 00
	Total accrued interest	838 41				
	Total fixed income	**1,333,359.92**	**14.49%**	**1,305,792.19**	**76,613.00**	**10,929.81**
Other	* **Mutual funds**	**2,138,739.13**	**23.24%**	**2,090,066.49**	**83,686.00**	**47,762.84**
Total		**$9,201,771.01**	**100.00%**	**$9,145,305.30**	**$251,123.00**	**$38,918.01**

* Missing cost basis information

Account activity this month

For more information about the price/value shown for restricted securities, see *Important information about your statement* at the end of this document

Date	Activity	Description	Your expense code	Quantity/ Face value	Price/Value ($)	Cash amount ($)	Cash and money balance ($)
Nov 30		**Cash and money balance**					**$340,156.53**
Dec 3	Dividend	PRUDENTIAL HIGH YIELD FUND CLASS A AS OF 11/30/12				1,834 22	
Dec 3	Dividend	PRUDENTIAL JENNISON EQUITY OPPORTUNITY FUND CLASS A AS OF 11/30/12				964 04	
Dec 3	Reinvestment	PRUDENTIAL JENNISON EQUITY OPPORTUNITY FUND CLASS A DIVIDEND REINVESTED AT 15 36 NAV ON 11/30/12 AS OF 11/30/12		62 763		-964 04	
Dec 3	Dividend	BLACKROCK HIGH YIELD BOND A AS OF 11/30/12				688 51	
Dec 3	Reinvestment	BLACKROCK HIGH YIELD BOND A DIVIDEND REINVESTED AT 8 00 NAV ON 11/30/12 AS OF 11/30/12		86 064		-688 51	
Dec 3	Dividend	NUVEEN MD PREM INC MUN FD PAID ON	1090			73 58	342,064 33
Dec 5	Dividend	FT-FRANKLIN INCOME A				3,241 79	345,306 12
Dec 6	Fee Charge	ANNUAL FEE CHARGE				-150 00	345,156 12
Dec 7	Dividend	BLACKROCK CAPITAL APPRECIATION INV A				397 31	

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Fidelity INVESTMENTS
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Investment Report

December 1, 2012 - December 31, 2012

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WILLIAM E CROSS FOUNDATION INC
C/O DONALD LINTON
201 THOMAS JOHNSON DR
FREDERICK MD 21702-5166

Your Advisor
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FORT WAYNE IN 46802-3506
Phone: (800)237-3813

Brokerage 671-480207 WILLIAM E CROSS FOUNDATION INC
Your Financial Advisor: BRAD YOUNG

Account Summary

Beginning value as of Dec 1	$4,392,851.69
Change in investment value	67,798.15
Ending value as of Dec 31	**$4,460,649.84**

Income Summary

	This Period	Year to Date
Taxable		
Dividends	$37,713.94	$63,682.88
St cap gain	3,121.89	3,121.89
Lt cap gain	19,587.29	23,817.41
Total	**$60,423.12**	**$90,622.18**

Realized Gain/Loss from Sales

	This Period	Year to Date
Short-term gain	$0.00	$29.61
Long-term gain	$0.00	$53,846.54

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Holdings (Symbol) as of December 31, 2012

	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
Mutual Funds *98% of holdings*						
FIDELITY ADVISOR SHORT FIXED INC CL I (FSXIX)	22,641.955	$9.350	$210,575.59	$211,749.33	$211,702.28	$ 1,126.69
30-day Yield: 0.49%						
AMERICAN BEACON INTL EQUITY INVESTOR (AAIPX)	40,618.797	16.480	599,864.95	643,091.99	669,397.77	69,532.82

Brokerage 671-480207 WILLIAM E CROSS FOUNDATION INC

Your Financial Advisor· BRAD YOUNG

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
AMERICAN CENTURY EQUITY GROWTH INV CL (BEQGX)	26,229.257	24.490	510,396.90	636,306.03	642,354.50	131,957.60
ARTISAN INTERNAT'L INVESTOR CLASS (ARTIX)	29,732.022	24.590	620,665.94	713,039.26	731,110.42	110,444.48
ARTISAN MID CAP (ARTMX)	5,112.128	37.540	137,462.04	187,928.78	191,909.28	54,447.24
EATON VANCE LARGE-CAP VALUE CL A (EHSTX)	32,402.238	19.500	531,122.62	623,451.58	631,843.64	100,721.02
HARTFORD SMALL COMPANY CLASS A (IHSAX)	3,380.224	18.580	53,136.53	61,349.86	62,804.56	9,668.03
PERKINS SMALL CAP VALUE CLASS T (JSCVX)	8,505.862	21.020	182,233.26	174,516.33	178,793.21	- 3,440.05
MAINSTAY LARGE CAP GROWTH FUND CLASS A (MLAAX)	91,285.847	7.740	533,000.65	709,291.03	706,552.45	173,551.80
PIMCO TOTAL RETURN ADMINISTRATIVE SHS (PTRAX)	20,770.025	11.240	233,372.66	232,780.45	233,455.08	82.42
TEMPLETON GLOBAL BOND CLASS A (TPINX)	7,115.764	13.380	95,920.40c	93,830.22	95,208.92	- 711.48
Subtotal of Mutual Funds			**3,707,751.54**		**4,355,132.11**	**647,380.57**
Core Account ***2% of holdings***						
PRIME FUND DAILY MONEY CLASS (FDAXX)	105,517.730	1.000	not applicable	105,516.83	105,517.73	not applicable
7-day Yield: 0.01%						
Subtotal of Core Account					**105,517.73**	
Total			**$ 3,707,751.54**		**$4,460,649.84**	**$ 647,380.57**

All positions held in cash account unless indicated otherwise

c - Cost basis information (or proceeds from short sales) has been provided by you or a third party (such as a transferring broker) and has not been adjusted except as otherwise indicated

Cost Basis - the original amount paid for a security, including the amount of reinvested dividends and capital gains, plus or minus certain adjustments See last page of statement for details Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

Transaction Details (for holdings with activity this period)

PORTFOLIO DETAIL

DESCRIPTION	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CASH AND EQUIVALENTS				
NORTHERN PRIME OBLIGATION CLASS	1,159 68	1 00	0 81	0 07
07%	1,159 68	1 00	0 07	
CASH	0 00			
TOTAL CASH AND EQUIVALENTS	**1,159.68**		**0.81**	**0.07**
	1,159.68		**0.07**	

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
DFA US VECTOR EQUITY I	DFVEX	1,465 232	17,553 48	11 98	268 14	1 53
			13,101 42	8 94		
DFA US CORE EQUITY 2 I	DFQTX	858 435	10,455 74	12 18	186 28	1 78
			7,925 85	9 23		
DFA EMERGING MARKETS VALUE I	DFEVX	73 773	2,201 39	29 84	36 07	1 64
			2,282 57	30 94		
DFA EMERGING MARKETS SMALL CAP I	DEMSX	137 105	2,902 51	21 17	47 58	1 64
			2,834 29	20 67		
DFA INTERNATIONAL SMALL COMPANY I	DFISX	224 818	3,581 35	15 93	85 66	2 39
			3,222 72	14 33		
DFA INTERNATIONAL SMALL CAP VALUE I	DISVX	226 832	3,624 78	15 98	79 62	2 20
			3,299 65	14 55		
DFA EMERGING MARKETS I	DFEMX	78 746	2,168 66	27 54	34 96	1 61
			2,138 21	27 15		
DFA US LARGE CAP VALUE I	DFLVX	613 228	14,042 92	22 90	263 69	1 88
			10,607 00	17 30		
DFA REAL ESTATE SECURITIES I	DFREX	268 497	7,072 21	26 34	207 28	2 93
			5,385 95	20 06		
DFA INTERNATIONAL VALUE I	DFIVX	433 211	7,191 30	16 60	224 40	3 12
			6,896 33	15 92		
TOTAL EQUITIES			**70,794.34**		**1,433 68**	**2.03**
			57,693.99		**0 00**	

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
FIXED INCOME						
DFA SHORT-TERM GOVERNMENT I		1,046 935	11,275 49 11,557 89	10 77 11 04	103 65	0 92
DFA ONE-YEAR FIXED INCOME I		1,093 611	11,286 07 11,325 38	10 32 10 36	63 43	0 56
DFA TWO-YEAR FIXED INCOME I		1,124 006	11,285 02 11,538 21	10 04 10 27	136 00	1 21
DFA FIVE YEAR GLOBAL FIXED INCOME I		1,012 622	11,290 74 11,594 49	11 15 11 45	178 22	1 58
TOTAL FIXED INCOME			**45,137.32** **46,015.97**		**481.30** **0 00**	**1 07**
GRAND TOTAL ASSETS			**117,091.34** **104,869 64**		**1,915.79** **0.07**	**1.64**

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	$ 100.		
TOTAL	$ 100.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	$ 6,350.	$ 6,350.		
TOTAL	$ 6,350.	$ 6,350.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DIRECTORS FEES	$ 10,750.	$ 10,750.		
TOTAL	$ 10,750.	$ 10,750.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FORIEGN TAXES	$ 3,944.	$ 3,944.		
PAYROLL TAXES	8,874.	8,874.		
TOTAL	$ 12,818.	$ 12,818.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	$ 52.	$ 52.		
BOARD OF DIRECTORS' MEETING EXP.	2,129.	2,129.		
BROKER FEES	34,630.	34,630.		
INSURANCE	965.	965.		
OFFICE EXPENSE	220.	220.		
RENTAL EXPENSES	2,445.	2,445.		
TOTAL	$ 40,441.	$ 40,441.	$ 0.	$ 0.

STATEMENT 6
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

STATE/MUNICIPAL OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED-STATE MUNI BONDS	COST	$ 20,000.	$ 20,052.
		$ 20,000.	$ 20,052.
	TOTAL	$ 20,000.	$ 20,052.

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED- CORPORATE STOCKS	COST	$ 235,448.	$ 109,060.
	TOTAL	$ 235,448.	$ 109,060.

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER SECURITIES			
SEE ATTACHED-VARIOUS INVESTMENT ACCOUNTS	COST	$ 12,321,658.	$ 9,307,463.
	TOTAL	$ 12,321,658.	$ 9,307,463.

STATEMENT 9
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS	$ 123,500.	$ 10,290.	$ 113,210.	$ 0.
LAND	6,500.		6,500.	0.
TOTAL	$ 130,000.	$ 10,290.	$ 119,710.	$ 0.

STATEMENT 10
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INCOME RECEIVABLE	$ 4,523.	$ 4,523.
NOTE RECEIVABLE	200,000.	200,000.
SECURITY DEPOSIT	1,350.	1,350.
TOTAL	$ 205,873.	$ 205,873.

STATEMENT 11
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

SECURITY DEPOSIT	$ 1,350.
TOTAL	$ 1,350.

STATEMENT 12
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

PRIOR PERIOD ADJUSTMENTS	$ 7,006.
TOTAL	$ 7,006.

STATEMENT 13
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
2	71.306 SHARES DFA US VECTOR EQUITY	PURCHASED	8/11/2010	VARIOUS
3	61.398 SHARES DFA US CORE EQUITY	PURCHASED	8/11/2010	VARIOUS
4	19.271 SHARES DFA SHORT-TERM GOVT	PURCHASED	8/11/2010	5/04/2012
5	.941 SHARES DFA INTERNATIONAL SMALL COMP	PURCHASED	8/11/2010	11/29/2012
6	48.786 SHARES DFA US LARGE CAP VALUE	PURCHASED	8/11/2010	VARIOUS
7	58.082 SHARES DFA REAL ESTATE SEC	PURCHASED	8/11/2010	5/04/2012

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
8	53.872 SHARES DFA FIVE YEAR GLOBAL	PURCHASED	8/11/2010	VARIOUS
9	12.413 SHARES DFA INTERNATIONAL VALUE	PURCHASED	8/11/2010	11/29/2012
10	CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
11	1463.132 SHARES DELAWARE LIMITED TERM	PURCHASED	VARIOUS	2/03/2012
12	3953.686 SHARES AMERICAN CENTURY EQUITY	PURCHASED	VARIOUS	2/06/2012
13	37382.213 SHARE DELAWARE LIMITED TERM	PURCHASED	VARIOUS	2/03/2012
14	6927.109 SHARES HARTFORD SMALL COMPANY	PURCHASED	VARIOUS	VARIOUS
15	5020.107 SHARES MAINSTAY LARGE CAP	PURCHASED	7/13/2010	2/03/2012
16	SEE ATTACHED-UBS	PURCHASED	VARIOUS	VARIOUS
17	SEE ATTACHED-UBS	PURCHASED	VARIOUS	VARIOUS
18	CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	502.		0.	502.				$ 502.
2	813.		632.	181.				181.
3	716.		561.	155.				155.
4	209.		214.	-5.				-5.
5	14.		14.	0.				0.
6	1,064.		837.	227.				227.
7	1,520.		1,138.	382.				382.
8	602.		624.	-22.				-22.
9	198.		199.	-1.				-1.
10	23,817.		0.	23,817.				23,817.
11	13,051.		13,020.	31.				31.
12	91,172.		75,492.	15,680.				15,680.
13	333,449.		332,694.	755.				755.
14	137,988.		107,860.	30,128.				30,128.
15	37,701.		29,311.	8,390.				8,390.
16	137,437.		131,745.	5,692.				5,692.
17	1486088.		1512726.	-26,638.				-26,638.
18	57,421.		0.	57,421.				57,421.
							TOTAL	$ 116,695.

STATEMENT 14
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: DONALD LINTON
NAME:
CARE OF:
STREET ADDRESS: 201 THOMAS JOHNSON DRIVE
CITY, STATE, ZIP CODE: FREDERICK, MD 21702
TELEPHONE: 301-662-9200
E-MAIL ADDRESS:
FORM AND CONTENT: WRITTEN REQUEST INCLUDING DESCRIPTION OF NON-PROFIT ACTIVITIES AND CHARITABLE STATUS.
SUBMISSION DEADLINES: DECEMBER 1
RESTRICTIONS ON AWARDS: MUST BE A NON-PROFIT ENTITY

STATEMENT 15
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
SALVATION ARMY 223 WEST 5TH STREET FREDERICK, MD 21701	NONE	EXEMPT	FOR CHARITABLE PURPOSES ONLY	$ 10,000.
FANNIN CHRISTIAN CENTER 2324 E. FIRST ST BLUE RIDGE, GA 30513	NONE	PUBLIC	FOR CHARITABLE PURPOSES, NO RESTRICTION	50,000.
FIDOS FOR FREEDOM, INC PO BOX 5508 LAUREL, MD 20726	NONE	EXEMPT	CHARITABLE USE	5,000.
HEARTLY HOUSE INC PO BOX 857 FREDERICK, MD 21705	NONE	EXEMPT	CHARITABLE USE	10,000.
SECOND CHANCE WILDLIFE CENTER 7101 BARCELLONA DRIVE GAITHERSBURG, MD 20879	NONE	EXEMPT	CHARITABLE USE	3,000.
THE COMMUNITY FOUNDATION OF FREDERICK CO 312 EAST CHURCH STREET FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	13,500.
GAITHERSBURG COMMUNITY SOUP KITCHEN 201 SOUTH FREDERICK AVENUE GAITHERSBURG, MD 20877	NONE	PUBLIC	FOR CHARITABLE PURPOSES, NO RESTRICTION	20,000.
FREDERICK RESCUE MISSION PO BOX 338 FREDERICK, MD 21705	NONE	PUBLIC	FOR CHARITABLE PURPOSES, NO RESTRICTION	15,000.
NATIONAL MUSEUM OF CIVIL WAR MEDICINE 48 EAST PATRICK STREET FREDERICK, MD 21705	NONE	PUBLIC	FOR CHARITABLE PURPOSES, NO RESTRICTION	5,000.
ACE MENTOR PROGRAM-FREDERICK AFFILIATE 5275 WESTVIEW DRIVE FREDERICK, MD 21703	NONE	PUBLIC	FOR CHARITABLE PURPOSES, NO RESTRICTION	2,000.
MANNA FOOD CENTER INC 9311 GAITHER RD GAITHERSBURG, MD 20877	NONE	PUBLIC	FOR CHARITABLE PURPOSES, NO RESTRICTION	20,000.
ARC OF FREDERICK COUNTY 620A RESEARCH DRIVE FREDERICK, MD 21703	NONE	EXEMPT	CHARITABLE USE	10,000.

STATEMENT 15 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
BOYS AND GIRLS CLUB OF FREDERICK COUNTY 413 BURCK ST FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	$ 5,000.
BRETHERN DISASTER MINISTRIES PO BOX 480 NEW WINDSOR, MD 21776	NONE	EXEMPT	CHARITABLE USE	15,000.
BROTHERHOOD OF JUNGLE COOK INC 706 ORCHARD WAY SILVER SPRING, MD 20904	NONE	EXEMPT	CHARITABLE USE	2,500.
CAKES FOR CAUSE 629 NORTH MARKET ST FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	2,000.
CASA OF FREDERICK COUNTY 263 WEST PATRICK ST FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	5,000.
CELEBRATE FREDERICK 121 NORTH BENTZ ST FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	3,000.
FAMILY JUSTICE CENTER FOUNDATION PO BOX 10692 ROCKVILLE, M 20849	NONE	EXEMPT	CHARITABLE USE	7,500.
FMH CANCER PATIENT ASSISTANCE FUND 501 WEST SEVENTH ST FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	2,000.
FREDERICK ALLIANCE FOR YOUTH 1150 ORCHARD TERRACE FREDERICK, MD 21703	NONE	EXEMPT	CHARITABLE USE	2,500.
FREDERICK COMMUNITY COLLEGE FOUND INC 7932 OPPOSSUMTOWN PIKE FREDERICK, MD 21702	NONE	EXEMPT	CHARITABLE USE	15,000.
FREDERICK COUNTY MENTAL HEALTH ASSOC 263 WEST PATRICK ST FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	10,000.

STATEMENT 15 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
FREDERICK MEMORIAL HOSPITAL 400 WEST PATRICK ST FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	$ 10,000.
HABITAT FOR HUMANITY-FREDERICK COUNTY 2 EAST CHURCH ST FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	5,000.
HOSPICE OF FREDERICK COUNTY PO BOX 1799 FREDERICK, MD 21702	NONE	EXEMPT	CHARITABLE USE	5,000.
HUMANE SOCIETY OF WASHINGTON COUNTY 13011 MAUGANSVILLE RD HAGERSTOWN, MD 21740	NONE	EXEMPT	CHARITABLE USE	5,000.
INTERFAITH HOUSING ALLIANCE 731 NORTH MARKET ST FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	2,000.
JOHNS HOPKINS UNIVERISTY HOSPITAL 600 NORTH WOLFE ST BALTIMORE, MD 21287	NONE	EXEMPT	CHARITABLE USE	10,000.
MANNA FOOD CENTER 9311 GAITHER RD GAITHERSBURG, MD 20877	NONE	EXEMPT	CHARITABLE USE	2,000.
MISSION OF MERCY 22 SOUTH MARKET ST, SUITE 6D FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	10,000.
THE MONOCACY FOUNDATION 620B RESEARCH DR FREDERICK, MD 21703	NONE	EXEMPT	CHARITABLE USE	2,000.
MONTGOMERY COUNTY HUMANE SOCIETY 14645 ROTHGEB DR ROCKVILLE, MD 20850	NONE	EXEMPT	CHARITABLE USE	7,500.
MONTGOMERY HOSPICE FOUNDATION 1355 PICCARD DR, SUITE 9418 GAITHERSBURG, MD 20898	NONE	EXEMPT	CHARITABLE USE	12,500.

STATEMENT 15 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
NEELSVILLE PREBYTERIAN CHURCH 20701 NORTH FREDERICK RD GERMANTOWN, MD 20876	NONE	EXEMPT	CHARITABLE USE	$ 5,000.
OPERATION HOMEFRONT 8930 FOURWINDS DR, STE 340 SAN ANTONIO, TX 78239	NONE	EXEMPT	CHARITABLE USE	3,000.
PATTY POLLATOS FUND, INC. 11102 EAGLE TRACE DR NEW MARKET, MD 21774	NONE	EXEMPT	CHARITABLE USE	12,500.
REHOBETH BEACH MAIN STREET INC PO BOX 50 REHOBETH BEACH, DE 19971	NONE	EXEMPT	CHARITABLE USE	1,675.
SECOND CHANCES GARAGE INC 1528 NORTH MARKET ST FREDERICK, MD	NONE	EXEMPT	CHARITABLE USE	2,000.
ST. MARTINS PANTRY 201 SOUTH FREDERICK AVE GAITHERSBURG, MD 20879	NONE	EXEMPT	CHARITABLE USE	7,500.
UNIVERSITY OF BALTIMORE SCHOOL OF LAW 1420 NORTH CHARLES ST BALTIMORE, MD 21201	NONE	EXEMPT	CHARITABLE USE	5,000.
AMERICAN VET DOGS 371 EAST JERICHO TURNPIKE SMITHTOWN, NY 11787	NONE	EXEMPT	CHARITABLE USE	5,000.
WASHINGTON HUMANE SOCIETY 4590 MACARTHUR BLVD NW WASHINGTON, DC 20007	NONE	EXEMPT	CHARITABLE USE	5,000.
WOMEN'S GIVING CIRCE OF FREDERICK COUNTY 31 EAST CHURCH ST FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	3,000.
ADVOCATES FOR HOMELESS FAMILIES 216 ABRECHT PLACE FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	5,000.
BEEBE MEDICAL FOUNDATION 902 SAVANNAH RD LEWES, DE 19958	NONE	EXEMPT	CHARITABLE USE	5,000.

STATEMENT 15 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
BERNIE SCHOLARHIP AWARDS PROGRAM PO BOX 2514 ROCKVILLE, MD 20847	NONE	EXEMPT	CHARITABLE USE	$ 5,000.
CARE WEAR VOLUNTEERS, INC. 102 MERCER CT SUITE 23-5 FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	2,500.
THE COMMUNITY LIVING INC 620-B RESEARCH CT FREDERICK, MD 2103	NONE	EXEMPT	CHARITABLE USE	10,000.
DELAPLAINE VISUAL ARTS CENTER 40 SOUTH CARROLL ST FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	1,000.
FAHRNEY KEEDY HOME AND VILLAGE 8507 MAPLEVILLE RD BOONSBORO, MD 21713	NONE	EXEMPT	CHARITABLE USE	5,000.
FAMILIES PLUS INC 35 EAST CHURCH ST FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	5,000.
FNH HURWITZ BREAST CANCER FUND 400 WEST PATRICK STREET FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	5,000.
FREDERICK CO 4-H THERAPEUTIC RIDING PROG 11515 ANGLEBERGER RD THURMONT, MD 21788	NONE	EXEMPT	CHARITABLE USE	5,000.
FREDERICK CHORALE 605 WEST SECOND STREET FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	1,000.
FREDERICK COMMUNITY ACTION AGENCY 100 SOUTH MARKET STREET FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	10,000.
FREDERICKTOWNE PLAYERS PO BOX 1479 FREDERICK, MD 21702	NONE	EXEMPT	CHARITABLE USE	1,000.

STATEMENT 15 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
GALE HOUSE RECOVERY INC 608 EAST PATRICK STREET FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	$ 1,000.
GOODWILL INDUSTRIES INC 400 EAST CHURCH STREET FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	10,000.
HABITAT FOR HUMANITY MONTGOMERY CO 9100 GAITHER RD GAITHERSBURG, MD 20877	NONE	EXEMPT	CHARITABLE USE	5,000.
HEBREW HOME OF GREATER WASHINGTON 6121 MONTROSE RD ROCKVILLE, MD 20852	NONE	EXEMPT	CHARITABLE USE	3,500.
HOME OF OUR TROOPS 6 MAIN STREET TAUNTON, MA 02780	NONE	EXEMPT	CHARITABLE USE	10,000.
HOPE ALIVE 17645 HARBAUGHVALLEY RD SABILLASVILLE, MD 21780	NONE	EXEMPT	CHARITABLE USE	2,500.
HOUSE OF RUTH MARYLAND 2201 ARGONNE DRIVE BALTIMORE, MD 21218	NONE	EXEMPT	CHARITABLE USE	5,000.
MAKE A WISH FOUNDATION 5272 RIVER RD SUITE 700 BETHESDA, MD 20816	NONE	EXEMPT	CHARITABLE USE	5,000.
MARYLAND SCHOOL FOR THE DEAF PO BOX 636 FREDERICK, MD 21705	NONE	EXEMPT	CHARITABLE USE	2,500.
MONTGOMERY CO. MULTIPLE SCLEROSIS ONE MONTERRA COURT ROCKVILLE , MD 20850	NONE	EXEMPT	CHARITABLE USE	4,500.
MONTGOMERY COLLEGE FOUNDATION 40 WEST GUDE DR, SUITE 200 ROCKVILLE, MD 20850	NONE	EXEMPT	CHARITABLE USE	20,000.
PARTNERS IN CARE/FREDERICK 1440 TANEY AVENUE FREDERICK , MD 21702	NONE	EXEMPT	CHARITABLE USE	7,000.

STATEMENT 15 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
PROJECT ALIVE 209 MADISON STREET FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	$ 3,000.
RELIGOUS COALITION ALAN LINTON SHELTER 27 DEGRANGE STREET FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	5,000.
RELIGOUS COALITION FOR EMERGENCY NEEDS 27 DEGRANGE STREET FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	10,000.
SALVATION ARMY-MONTGOMERY COUNTY 20021 AIRCRAFT DRIVE GERMANTOWN, MD 20874	NONE	EXEMPT	CHARITABLE USE	10,000.
ST. JOHN CATHOLIC PREP 889 BUTTERFLY LANE FREDERICK, MD 21703	NONE	EXEMPT	CHARITABLE USE	2,500.
UNITED TO SAVE ANIMALS PO BOX 1064 FREDERICK, MD 21702	NONE	EXEMPT	CHARITABLE USE	2,000.
USO OF METRO WASHINGTON PO BOX 1710 FORT MYER, VA 22211	NONE	EXEMPT	CHARITABLE USE	5,000.
VICTIMS RIGHT FOUND INC 814 WEST DIAMOND AVE STE 200 GAITHERSBURG, MD 20878	NONE	EXEMPT	CHARITABLE USE	5,000.
WOMEN WHO CARE 19634 CLUB HOUSE RD STE 32 MONTGOMERY VILLAGE, MD 20886	NONE	EXEMPT	CHARITABLE USE	5,000.
YMCA OF FREDERICK COUNTY 1000 NORTH MARKET STREET FREDERICK, MD 21701	NONE	EXEMPT	CHARITABLE USE	5,000.
			TOTAL	$ 542,675.