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Form **990-PF**

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

OMB No. 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

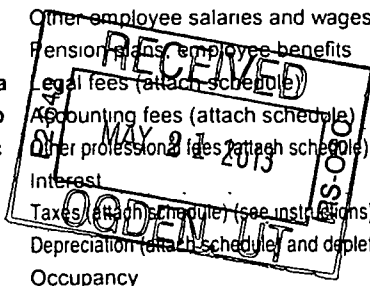
Name of foundation BRIGHTSTAR FOUNDATION		A Employer identification number 20-3636398
Number and street (or P O box number if mail is not delivered to street address) 10005 MEADOWBROOK DRIVE	Room/suite	B Telephone number (see instructions) 972-803-8577
City or town state and ZIP code DALLAS TX 75229		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 56,432	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		

MAY 23 2013

Revenue SCANNED

Operating and Administrative Expenses

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 (attach schedule)	118,158			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1	1		
4 Dividends and interest from securities	1,561	1,561		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	4,133			
b Gross sales price for all assets on line 6a 196,142				
7 Capital gain net income (from Part IV, line 2)		4,133		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	123,853	5,695	0	
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 1	3,150	3,150		
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 2	28	28		
19 Depreciation (attach schedule) and depletion				
20 Occupancy	140	140		
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att sch) STMT 3	1,136	1,136		
24 Total operating and administrative expenses. Add lines 13 through 23	4,454	4,454	0	0
25 Contributions, gifts, grants paid	132,918			132,918
26 Total expenses and disbursements. Add lines 24 and 25	137,372	4,454	0	132,918
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-13,519			
b Net investment income (if negative, enter -0-)		1,241		



914

2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	5,689	56,432	56,432
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – US and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) SEE STMT 4	64,219		
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	69,908	56,432	56,432	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	69,908	56,432	
30 Total net assets or fund balances (see instructions)	69,908	56,432		
31 Total liabilities and net assets/fund balances (see instructions)	69,908	56,432		

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	69,908
2 Enter amount from Part I, line 27a	2	-13,519
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	43
4 Add lines 1, 2, and 3	4	56,432
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	56,432

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WELLS FARGO #4388-8287 - SEE ATTACHE	P	VARIOUS	VARIOUS
b	WELLS FARGO #4388-8287 - SEE ATTACHE	P	VARIOUS	VARIOUS
c	WELLS FARGO #4388-8287 - SEE ATTACHE	P	VARIOUS	VARIOUS
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	128,346		127,790	556
b	2,333		2,336	-3
c	65,463		61,883	3,580
d				
e				

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

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j) if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				556
b				-3
c				3,580
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	4,133
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	553

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	77,388	124,141	0.623388
2010	211,335	265,656	0.795521
2009	107,787	270,326	0.398730
2008	81,363	360,753	0.225537
2007	32,212	622,969	0.051707

2	Total of line 1, column (d)	2	2.094883
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	0.418977
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	78,238
5	Multiply line 4 by line 3	5	32,780
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12
7	Add lines 5 and 6	7	32,792
8	Enter qualifying distributions from Part XII, line 4 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	8	132,918

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	12
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	12
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	12
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	12
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

<p>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)</p>	11		X
<p>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)</p>	12		X
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A</p>	13	X	
<p>14 The books are in care of ▶ DIANA BEAUDRY Telephone no ▶ 972-803-8577 10005 MEADOWBROOK DRIVE Located at ▶ DALLAS TX ZIP+4 ▶ 75229</p>			
<p>15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15</p>			
<p>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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶</p>	16	Yes	No X

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
<p>1a During the year did the foundation (either directly or indirectly)</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>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)? Organizations relying on a current notice regarding disaster assistance check here N/A ▶ <input type="checkbox"/></p>	1b		
<p>c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? N/A</p>	1c		
<p>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))</p> <p>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? If "Yes," list the years ▶ 20 . 20 . 20 . 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A</p> <p>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</p>	2b		
<p>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A</p>	3b		
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	4a		X
<p>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?</p>	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here

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

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 **6b**

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No 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
DIANA L BEAUDRY 10005 MEADOWBROOK DRIVE DALLAS TX 75229	CEO, PRES, D 3 00	0	0	0
TIFFANY JACOBSON 10005 MEADOWBROOK DRIVE DALLAS TX 75229	SECRETARY 0 00	0	0	0
KRISTOPHER COUCH 10005 MEADOWBROOK DRIVE DALLAS TX 75229	TREASURER 0 00	0	0	0

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

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

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

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

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

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

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

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	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	70,048
b	Average of monthly cash balances	1b	9,381
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	79,429
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	79,429
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	1,191
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	78,238
6	Minimum investment return. Enter 5% of line 5	6	3,912

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	3,912
2a	Tax on investment income for 2012 from Part VI, line 5	2a	12
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,900
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,900
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	3,900

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	132,918
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	132,918
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	12
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	132,906

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				3,900
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008		39,349		
c From 2009		94,303		
d From 2010		198,158		
e From 2011		71,181		
f Total of lines 3a through e	402,991			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 132,918				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				3,900
e Remaining amount distributed out of corpus	129,018			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	532,009			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	532,009			
10 Analysis of line 9				
a Excess from 2008		39,349		
b Excess from 2009		94,303		
c Excess from 2010		198,158		
d Excess from 2011		71,181		
e Excess from 2012		129,018		

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

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

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

b The form in which applications should be submitted and information and materials they should include
N/A

c Any submission deadlines
N/A

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

Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year WESTMONT COLLEGE 955 LA PAZ ROAD SANTA BARBARA CA 93108	N/A	NONPROFIT	CHARITY	117,918
SAVANNAH COLLEGE OF ART AND DESIGN 277 MARTIN LUTHER KING JR SAVANNAH GA 31401	N/A	NONPROFIT	CHARITY	15,000
Total			▶ 3a	132,918
b Approved for future payment N/A				



2012 ENHANCED SUMMARY

Account Number 4388-8287
 Command Account Number 9077089372
 BRIGHT STAR FOUNDATION

Realized Gain/Loss

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a Tax Advisor as to any additional reporting requirements or adjustments. **THIS INFORMATION IS NOT VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.**

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

- Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.

- The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.

- Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.

- Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

REALIZED GAIN/LOSS SUMMARY

	COVERED SECURITIES	NONCOVERED SECURITIES	TOTAL
Short term	\$556.18	-\$3.31	\$552.87
Long term	\$0.00	\$3,579.41	\$3,579.41
Unknown term	Not applicable	\$0.00	\$0.00
Index options	Not applicable	\$0.00	\$0.00
Total - Realized Gain/Loss	\$556.18	\$3,576.10	\$4,132.28

Realized Gain/Loss Detail

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
RUSSELL EMERGING MKTS	19 08900	17 6700	01/25/12	05/23/12	307 52	337 31	-29 79
CL S	138 59100	17 6700	01/25/12	06/14/12	2,259 03	2,448 90	-189 87
CUSIP 782493746	5 59300	17 6700	01/25/12	07/23/12	91 05	98 83	-7 78
	1 61100	17 6700	01/25/12	08/28/12	27 61	28 47	-0 86

2012 ENHANCED SUMMARY

Account Number 4388-8287
 Command Account Number 9077089372
 BRIGHT STAR FOUNDATION

Realized Gain/Loss

Description	Share Quantity	Adjusted Price/Original Price	Acquisition Date	Open Date/Date of Sale or Exchange	Proceeds	Adjusted Cost/Original Cost	Gain or Loss Amount
SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES							
	99,85200	17 6700	01/25/12	12/27/12	1,867 23	1,764 37	102 86
	0 98700	18 5700	12/26/12	12/27/12	18 46	18 32	0 14
Subtotal	265 72300				4,570.90	4,696.20	-125.30
RUSSELL GBLB EOTY							
CLASS S	126 25900	8 5800	01/25/12	05/23/12	1,013 86	1,083 31	-69 45
CUSIP 782478119	685 53800	8 5800	01/25/12	06/14/12	5,525 44	5,881 92	-356 48
	37 10500	8 5800	01/25/12	07/23/12	299 81	318 37	-18 56
	58 08000	8 5800	01/25/12	08/06/12	493 68	498 33	-4 65
	12 16000	8 5800	01/25/12	08/28/12	104 82	104 34	0 48
	443 87500	8 5800	01/25/12	12/27/12	4,039 26	3,808 42	230 84
	4 71600	9 1200	12/26/12	12/27/12	42 92	43 01	-0 09
Subtotal	1,367.73300				11,519.79	11,737.70	-217.91
RUSSELL INTL DEVELOP							
MKTS FD CLASS S	1 74600	28 3800	01/25/12	02/17/12	51 59	49 56	2 03
CUSIP 782494488	54 05200	28 3800	01/25/12	05/23/12	1,421 04	1,534 00	-112 96
	311 64300	28 3800	01/25/12	06/14/12	8,211 78	8,844 42	-632 64
	17 13700	28 3800	01/25/12	07/23/12	454 64	486 35	-31 71
	20 14100	28 3800	01/25/12	08/06/12	570 19	571 61	-1 42
	4 84700	28 3800	01/25/12	08/28/12	139 29	137 56	1 73
	0 73400	28 3800	01/25/12	09/10/12	21 58	20 84	0 74
	1 30800	28 3800	01/25/12	10/12/12	38 60	37 13	1 47
	206 50500	28 3800	01/25/12	12/27/12	6,362 41	5,860 57	501 84
	4 17400	30 7600	12/26/12	12/27/12	128 61	128 38	0 23
Subtotal	622 28700				17,399 73	17,670 42	-270 69



2012 ENHANCED SUMMARY

Account Number 4388-8287
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 BRIGHT STAR FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Continued	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
RUSSELL INVT CO	128.35300	10.0000	08/06/12	12/27/12		1,300.22	1,283.53	16.69
MULTI-STRATEGY	45.61200	10.3700	01/25/12	05/23/12		461.14	473.00	-11.86
ALTERNATIVE FD CL S	163.06900	10.3700	01/25/12	06/14/12		1,663.30	1,691.03	-27.73
CUSIP 78249R875	12.69200	10.3700	01/25/12	07/23/12		133.14	131.62	1.52
RUSSELL INVT CO	116.94700	10.3700	01/25/12	12/27/12		1,277.06	1,212.73	64.33
GLOBAL INFRASTRUCTURE FD	0.65600	10.8300	04/04/12	12/27/12		7.16	7.10	0.06
CLASS S	1.73600	10.5500	07/05/12	12/27/12		18.95	18.32	0.63
CUSIP 78249A250	0.56200	11.1200	10/03/12	12/27/12		6.13	6.25	-0.12
	1.66000	10.9600	12/26/12	12/27/12		18.13	18.19	-0.06
	1.21500	10.9600	12/26/12	12/27/12		13.27	13.32	-0.05
	0.70200	10.9600	12/26/12	12/27/12		7.68	7.69	-0.01
Subtotal	344.85100					3,605.96	3,579.25	26.71

RUSSELL INVT CO	31.98200	9.8600	01/25/12	05/23/12		284.32	315.35	-31.03
COMMODITY STRATEGIES FD	236.51700	9.8600	01/25/12	06/14/12		2,048.24	2,332.06	-283.82
CL S	2.42900	9.8600	01/25/12	07/13/12		22.81	23.95	-1.14
CUSIP 78249A363	29.76800	9.8600	01/25/12	07/23/12		283.69	293.52	-9.83
	173.73400	9.8600	01/25/12	12/27/12		1,617.46	1,713.00	-95.54
	3.36300	9.5100	08/06/12	12/27/12		31.31	32.08	-0.77

2012 ENHANCED SUMMARY

Account Number 4388-8287
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 BRIGHT STAR FOUNDATION

Realized Gain/Loss

Description	Share Quantity	Adjusted Price/Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES							
Subtotal	477.79300				4,287.83	4,709.96	-422.13
RUSSELL INVT CO	60.10600	9.9100	01/25/12	05/23/12	611.28	595.66	15.62
GLOBAL OPPORTUNISTIC CR	165.35600	9.9100	01/25/12	06/14/12	1,686.63	1,638.68	47.95
FD CL S	9.02600	9.9100	01/25/12	07/23/12	94.05	89.45	4.60
CUSIP 782494199	119.53900	9.9100	01/25/12	12/27/12	1,252.76	1,184.62	68.14
	1.49800	10.3400	07/05/12	12/27/12	15.70	15.49	0.21
	1.45200	10.4200	08/03/12	12/27/12	15.21	15.13	0.08
	1.45800	10.3900	09/06/12	12/27/12	15.28	15.15	0.13
	1.35000	10.4400	10/03/12	12/27/12	14.15	14.09	0.06
	0.62900	10.4600	11/05/12	12/27/12	6.59	6.58	0.01
	0.51700	10.5300	12/05/12	12/27/12	5.42	5.44	-0.02
	1.38000	10.4600	12/26/12	12/27/12	14.47	14.44	0.03
	0.73600	10.4600	12/26/12	12/27/12	7.71	7.70	0.01
	0.06700	10.4600	12/26/12	12/27/12	0.71	0.70	0.01
Subtotal	363.11400				3,739.96	3,603.13	136.83
RUSSELL INVT CO	14.59500	35.2800	01/25/12	05/23/12	508.05	514.92	-6.87
GLOBAL REAL ESTATE SECS	47.69100	35.2800	01/25/12	06/14/12	1,685.88	1,682.53	3.35
FD CL S	4.35000	35.2800	01/25/12	07/23/12	160.43	153.47	6.96
CUSIP 782493761	32.80900	35.2800	01/25/12	12/27/12	1,285.45	1,157.49	127.96
	0.89400	36.4600	04/04/12	12/27/12	35.02	32.60	2.42



2012 ENHANCED SUMMARY

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 BRIGHT STAR FOUNDATION

Realized Gain/Loss

Description	Share Quantity	Adjusted Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Continued	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES								
	0.30700	37,2700	07/05/12	12/27/12		12.03	11.46	0.57
	0.12300	38,4000	10/03/12	12/27/12		4.82	4.74	0.08
	1.26100	39,0100	12/26/12	12/27/12		49.41	49.18	0.23
	0.11700	39,0100	12/26/12	12/27/12		4.59	4.57	0.02
Subtotal	102.14700					3,745.68	3,610.96	134.72
RUSSELL INVT CO								
U S STRATEGIC EQUITY FD	5.84600	10,0000	08/06/12	08/28/12		58.87	58.46	0.41
CLASS S	7.65800	10,0000	08/06/12	09/10/12		78.42	76.58	1.84
CUSIP 78249R826	713.83000	10,0000	08/06/12	12/27/12		7,281.06	7,138.30	142.76
	45.13100	10,0200	08/09/12	12/27/12		460.34	452.21	8.13
	1.16500	10,3600	10/03/12	12/27/12		11.88	12.07	-0.19
	3.10400	10,2600	12/26/12	12/27/12		31.66	31.85	-0.19
	1.94800	10,2600	12/26/12	12/27/12		19.87	19.99	-0.12
	0.07400	10,2600	12/26/12	12/27/12		0.76	0.76	0.00
Subtotal	778.75600					7,942.86	7,790.22	152.64
RUSSELL STRATEGIC BOND								
CLASS S	639.81000	10,9600	01/25/12	05/23/12		7,159.47	7,012.32	147.15
	8.95300	10,9600	01/25/12	05/24/12		100.00	98.13	1.87
CUSIP 782494454	1,763.77300	10,9600	01/25/12	06/14/12		19,736.62	19,330.95	405.67
	68.98300	10,9600	01/25/12	07/23/12		784.34	756.06	28.28
	2.58200	10,9600	01/25/12	08/28/12		29.41	28.30	1.11
	1,250.51800	10,9600	01/25/12	12/27/12		14,130.85	13,705.66	425.19
	12.25800	11,0600	02/03/12	12/27/12		138.51	135.57	2.94

2012 ENHANCED SUMMARY

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 BRIGHT STAR FOUNDATION

Realized Gain/Loss

Description	Share Quantity	Adjusted Price/Original Price	Acquisition Date	Open Date/Date of Sale or Exchange	Proceeds	Adjusted Cost/Original Cost	Gain or Loss Amount
	8,97900	11,1000	03/05/12	12/27/12	101,46	99,67	1,79
	9,39800	11,0300	04/04/12	12/27/12	106,19	103,66	2,53
	8,88200	11,1500	05/03/12	12/27/12	100,36	99,03	1,33
	5,88300	11,2100	06/05/12	12/27/12	66,47	65,95	0,52
	2,29100	11,2200	07/05/12	12/27/12	25,88	25,71	0,17
	1,92200	11,3700	08/03/12	12/27/12	21,71	21,85	-0,14
	18,92300	11,3500	08/06/12	12/27/12	213,84	214,78	-0,94
	2,45300	11,4000	09/06/12	12/27/12	27,72	27,96	-0,24
	1,54100	11,4900	10/03/12	12/27/12	17,41	17,71	-0,30
	2,57700	11,5000	11/05/12	12/27/12	29,12	29,64	-0,52
	1,94100	11,5400	12/05/12	12/27/12	21,93	22,40	-0,47
	26,16200	11,2700	12/26/12	12/27/12	295,66	294,85	0,81
	2,69700	11,2700	12/26/12	12/27/12	30,48	30,40	0,08
	1,68400	11,2700	12/26/12	12/27/12	19,04	18,98	0,06
Subtotal	3,842,21000				43,156,47	42,139,58	1,016,89
RUSSELL US CORE EQUITY CLASS S CUSIP 782494587	10,25100	28,5100	01/25/12	04/13/12	303,73	292,26	11,47
	43,55200	28,5100	01/25/12	05/23/12	1,224,26	1,241,67	-17,41
	196,82900	28,5100	01/25/12	06/14/12	5,511,20	5,611,60	-100,40
	12,84700	28,5100	01/25/12	07/23/12	363,71	366,27	-2,56
	139,70500	28,5100	01/25/12	08/06/12	4,093,37	3,982,98	110,39
	7,01200	28,5100	01/25/12	08/08/12	207,34	199,91	7,43
	0,46800	30,5700	04/04/12	08/08/12	13,83	14,32	-0,49
	0,32500	29,0300	07/05/12	08/08/12	9,62	9,44	0,18



2012 ENHANCED SUMMARY

Account Number 4388-8287
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 BRIGHT STAR FOUNDATION

Realized Gain/Loss

Description	Share Quantity	Adjusted Price/Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/Original Cost		Gain or Loss Amount
						Continued	Original Cost	
SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES						11,727.06	11,718.45	8.61
RUSSELL US QUANT EQUITY CLASS S CUSIP 782494553	410.98900							
	47.39200	31.3400	01/25/12	05/23/12	1,480.53	1,485.27		-4.74
	160.34200	31.3400	01/25/12	06/14/12	5,020.30	5,025.12		-4.82
	10.17100	31.3400	01/25/12	07/23/12	321.82	318.76		3.06
	112.09600	31.3400	01/25/12	08/06/12	3,646.49	3,513.08		133.41
	5.83900	31.3400	01/25/12	08/08/12	191.28	182.99		8.29
	0.59400	33.6300	04/04/12	08/08/12	19.45	19.98		-0.53
	0.32600	32.3200	07/05/12	08/08/12	10.69	10.55		0.14
Subtotal	336.76000				10,690.56	10,555.75		134.81
RUSSELL US SMALL CAP EQUITY FUND CLASS S CUSIP 782494520								
	23.15100	23.4500	01/25/12	05/23/12	528.53	542.90		-14.37
	96.57300	23.4500	01/25/12	06/14/12	2,181.58	2,264.64		-83.06
	7.14400	23.4500	01/25/12	07/23/12	163.32	167.53		-4.21
	72.61500	23.4500	01/25/12	12/27/12	1,768.89	1,702.81		66.08
	0.68600	24.5600	12/26/12	12/27/12	16.72	16.85		-0.13
Subtotal	200.16900				4,659.04	4,694.73		-35.69
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES						\$128,346.06	\$127,789.88	\$56.18

2012 ENHANCED SUMMARY

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Account Number 4388-8287
 Command Account Number 9077089372
 BRIGHT STAR FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
RUSSELL EMERGING MKTS CL S							
CUSIP 782493746	6 35300	16 2900	12/27/11	01/06/12	103 30	103 49	-0 19
	2 43600	16 2900	12/27/11	01/06/12	39 62	39 68	-0 06
Subtotal	8 78900				142 92	143 17	-0 25
RUSSELL GLBL EQTY CLASS S							
CUSIP 782478119	7 70500	8 0100	12/27/11	01/06/12	62 34	61 72	0 62
RUSSELL INTL DEVELPD MKTS FD CLASS S							
CUSIP 782494488	6 48300	26 6600	12/27/11	01/06/12	173 69	172 84	0 85
RUSSELL INVT CO GLOBAL INFRASTRUCTURE FD CLASS S							
CUSIP 782494256	0 71200	11 0100	04/06/11	01/06/12	7 12	7 84	-0 72
	2 73300	11 0300	07/07/11	01/06/12	27 36	30 15	-2 79
	1 31700	9 2500	10/05/11	01/06/12	13 19	12 18	1 01
	1 19100	10 0200	12/27/11	01/06/12	11 92	11 93	-0 01
	0 07300	10 0200	12/27/11	01/06/12	0 74	0 73	0 01
Subtotal	6 02600				60 33	62 83	-2 50
RUSSELL INVT CO COMMODITY STRATEGIES FD CL S							
CUSIP 782494363	5 93500	9 5700	12/27/11	01/06/12	57 34	56 80	0 54
	4 27700	9 5700	12/27/11	01/06/12	41 32	40 93	0 39
	0 00500	9 5700	12/27/11	01/06/12	0 05	0 05	0 00
Subtotal	10 21700				98 71	97 78	0 93



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Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
RUSSELL INVT CO GLOBAL OPPORTUNISTIC CR FD CLS CUSIP 7824941199	13.20200	9.6400	12/27/11	01/06/12	128.47	127.27	1.20
RUSSELL INVT CO GLOBAL REAL ESTATE SECS FD CLS CUSIP 782493761	0.99500	36.9500	04/06/11	01/06/12	32.54	36.77	-4.23
	0.45700	38.1600	07/07/11	01/06/12	14.94	17.45	-2.51
	0.38200	29.8000	10/05/11	01/06/12	12.50	11.38	1.12
	0.01100	32.8500	12/27/11	01/06/12	0.36	0.37	-0.01
Subtotal	1.84500				60.34	65.97	-5.63
RUSSELL STRATEGIC BOND CLASS S CUSIP 782494454	14.68800	10.7900	02/04/11	01/06/12	160.10	158.48	1.62
	10.95800	10.8400	03/07/11	01/06/12	119.44	118.78	0.66
	17.72900	10.8400	04/06/11	01/06/12	193.25	192.18	1.07
	13.86800	10.9500	05/05/11	01/06/12	151.16	151.85	-0.69
	14.91600	11.0200	06/06/11	01/06/12	162.59	164.37	-1.78
	7.53600	10.9300	07/07/11	01/06/12	82.14	82.37	-0.23
	7.46300	11.0700	08/04/11	01/06/12	81.35	82.61	-1.26
	5.47400	11.0700	09/06/11	01/06/12	59.67	60.60	-0.93
	5.55400	10.9400	10/05/11	01/06/12	60.54	60.76	-0.22
	3.42000	11.0100	11/03/11	01/06/12	37.28	37.65	-0.37
	5.29200	10.9300	12/05/11	01/06/12	57.68	57.84	-0.16
	19.74600	10.8100	12/27/11	01/06/12	215.25	213.45	1.80
	5.48200	10.8100	12/27/11	01/06/12	59.76	59.26	0.50

2012 ENHANCED SUMMARY

Account Number 4388-8287
 Command Account Number 9077089372
 BRIGHT STAR FOUNDATION

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES									
Description	Share Quantity	Adjusted Price/Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
	132.12600				1,440.21	1,440.20	0.01		
Subtotal									
RUSSELL US CORE EQUITY									
CLASS S									
CUSIP 782494587	0.37500	29.6200	04/06/11	01/06/12	10.28	11.12	-0.84		
	0.71000	29.4700	07/07/11	01/06/12	19.47	20.92	-1.45		
	0.66700	24.0200	10/05/11	01/06/12	18.29	16.01	2.28		
	1.08800	26.9700	12/27/11	01/06/12	29.85	29.33	0.52		
Subtotal	2.84000				77.89	77.38	0.51		
RUSSELL US QUANT EQUITY									
CLASS S									
CUSIP 782494553	0.67800	31.1200	04/06/11	01/06/12	20.45	21.10	-0.65		
	0.54800	31.7800	07/07/11	01/06/12	16.53	17.43	-0.90		
	0.54900	26.3000	10/05/11	01/06/12	16.56	14.43	2.13		
	0.81900	29.8100	12/27/11	01/06/12	24.71	24.41	0.30		
Subtotal	2.59400				78.25	77.37	0.88		
RUSSELL US SMALL CAP EQUITY FUND CLASS S									
CUSIP 782494520	0.43000	22.0200	12/27/11	01/06/12	9.53	9.46	0.07		
TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES					\$2,332.68	\$2,335.99	-\$3.31		

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES									
Description	Share Quantity	Adjusted Price/Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
RUSSELL EMERGING MKT'S									
CLASS S									
CUSIP 782493746	34.00600	15.5300	08/27/09	01/06/12	552.93	528.10	24.83		
	15.33600	17.0700	12/23/09	01/06/12	249.36	261.78	-12.42		
	9.00100	16.6600	07/02/10	01/06/12	146.35	149.96	-3.61		



2012 ENHANCED SUMMARY

Account Number 4388-8287
 Command Account Number 9077089372
 BRIGHT STAR FOUNDATION

Realized Gain/Loss

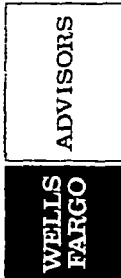
Description	Share Quantity	Adjusted Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost		Gain or Loss Amount
						Continued		
LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES								
RUSSELL GBL EQTY CLASS S CUSIP 782478119	82 74600	20 6900	10/26/10	01/06/12	1,345 46	1,712 01		-366.55
	6 25000	20 1300	12/22/10	01/06/12	101 62	125 82		-24 20
	0 10600	20 1300	12/23/10	01/06/12	1 72	2 14		-0 42
Subtotal	147 44500				2,397 44	2,779 81		-382 37
RUSSELL INTL DEVELOP MKTS FD CLASS S CUSIP 782494488	343 11700	7 6300	03/01/10	01/06/12	2,775 81	2,617 97		157 84
	54 40800	7 0600	07/02/10	01/06/12	440 16	384 12		56 04
	421 95700	8 4600	10/26/10	01/06/12	3,413 63	3,569 76		-156 13
	8 95800	8 7400	12/22/10	01/06/12	72 47	78 29		-5 82
Subtotal	828 44000				6,702 07	6,650 14		51 93
RUSSELL INVT CO GLOBAL INFRASTRUCTURE FD CLASS S CUSIP 782494256	198 66000	28 8800	08/27/09	01/06/12	5,322 10	5,737 29		-415 19
	49 32400	29 1800	12/23/09	01/06/12	1,321 39	1,439 28		-117 89
	63 33900	28 3500	03/01/10	01/06/12	1,696 85	1,795 65		-98 80
	20 79100	25 8000	07/02/10	01/06/12	556 99	536 40		20 59
	12 61300	31 1600	10/26/10	01/06/12	337 90	393 02		-55 12
	11 20200	31 0500	12/22/10	01/06/12	300 10	347 81		-47 71
Subtotal	355 92900				9,535 33	10,249 45		-714 12
RUSSELL INVT CO GLOBAL INFRASTRUCTURE FD CLASS S CUSIP 782494256	191 62300	10 3700	10/26/10	01/06/12	1,918 15	1,987 12		-68 97
	3 39900	10 1300	12/22/10	01/06/12	34 02	34 43		-0 41
	2 88300	10 1300	12/22/10	01/06/12	28 86	29 20		-0 34
	0 63200	10 1300	12/22/10	01/06/12	6 32	6 40		-0 08

2012 ENHANCED SUMMARY

Account Number 4388-8287
 Command Account Number 9077089372
 BRIGHT STAR FOUNDATION

Realized Gain/Loss

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Continued		Gain or Loss Amount
						Adjusted Cost/ Original Cost	Gain or Loss Amount	
LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES								
Subtotal	198,537.00				1,987.35	2,057.15		-69.80
RUSSELL INVT CO COMMODITY STRATEGIES FD CL S CUSIP 782494363	162 75400 71 94300 0 00500 234,702.00	9 9000 10 8800 10 8800	07/02/10 12/22/10 12/22/10	01/06/12 01/06/12 01/06/12	1,572.20 694.97 0.04 2,267.21	1,611.25 782.74 0.05 2,394.04		-39.05 -87.77 -0.01 -126.83
RUSSELL INVT CO GLOBAL OPPORTUNISTIC CR FD CL S CUSIP 782494199	192 00800 4 56000 0 16300 196,731.00	10 0800 9 8700 9 8700	10/26/10 12/22/10 12/22/10	01/06/12 01/06/12 01/06/12	1,868.23 44.37 1.58 1,914.18	1,935.43 45.01 1.61 1,982.05		-67.20 -0.64 -0.03 -67.87
RUSSELL INVT CO GLOBAL REAL ESTATE SECS FD CL S CUSIP 782493761	42 94900 3 02700 5 49300 1 27400 4 06400 0 90300 0 81100 58 521.00	26 6500 26 4100 29 7500 33 3100 30 0700 34 9800 34 8900	08/27/09 10/06/09 12/23/09 04/07/10 07/07/10 10/06/10 12/22/10	01/06/12 01/06/12 01/06/12 01/06/12 01/06/12 01/06/12 01/06/12	1,404.43 98.98 179.62 41.66 132.89 29.53 26.52 1,913.63	1,144.57 79.93 163.42 42.45 122.21 31.58 28.28 1,612.44		259.86 19.05 16.20 -0.79 10.68 -2.05 -1.76 301.19



2012 ENHANCED SUMMARY

Account Number 4388-8287
 Command Account Number 9077089372
 BRIGHT STAR FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale of Exchange	Proceeds	Adjusted Cost/ Original Cost		Gain or Loss Amount
						Continued		
RUSSELL STRATEGIC BOND CLASS S CUSIP 782494454	1,322 97900	10 0600	08/27/09	01/06/12	14,420 47	13,309 14		1,111 33
	42 05500	10 0900	09/04/09	01/06/12	458 39	424 33		34 06
	36 99700	10 2600	10/06/09	01/06/12	403 26	379 59		23 67
	36 19000	10 3300	11/05/09	01/06/12	394 47	373 84		20 63
	37 70100	10 4100	12/04/09	01/06/12	410 94	392 47		18 47
	78 11800	10 3500	12/23/09	01/06/12	851 48	808 52		42 96
	29 30400	10 5700	02/04/10	01/06/12	319 41	309 74		9 67
	34 80700	10 6100	03/04/10	01/06/12	379 39	369 30		10 09
	50 26800	10 5500	04/07/10	01/06/12	547 92	530 33		17 59
	38 15700	10 8100	05/06/10	01/06/12	415 91	412 48		3 43
	36 51000	10 7000	06/04/10	01/06/12	397 96	390 66		7 30
	29 02000	10 8400	07/07/10	01/06/12	316 32	314 58		1 74
	24 92800	10 9900	08/05/10	01/06/12	271 71	273 96		-2 25
	20 47000	11 0800	09/07/10	01/06/12	223 12	226 81		-3 69
	23 75600	11 1900	10/06/10	01/06/12	258 94	265 83		-6 89
	13 97200	11 2600	11/04/10	01/06/12	152 29	157 33		-5 04
	21 84400	11 0700	12/06/10	01/06/12	238 10	241 81		-3 71
	127 79200	10 7100	12/22/10	01/06/12	1,392 95	1,368 65		24 30
	12 08000	10 7100	12/22/10	01/06/12	131 67	129 38		2 29
Subtotal	2,016,94800				21,984.70	20,678.75		1,305.95

RUSSELL US CORE EQUITY CLASS S CUSIP 782494587	247 30400	22 6500	08/27/09	01/06/12	6 781 07	5,601 42		1,179 65
	3 02600	22 5300	10/06/09	01/06/12	82 97	68 18		14 79

2012 ENHANCED SUMMARY

Account Number 4388-8287
 Command Account Number 9077089372
 BRIGHT STAR FOUNDATION

Realized Gain/Loss

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Continued		
						Adjusted Cost/ Original Cost	Gain or Loss Amount	
LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES								
	5 03000	24.3200	12/23/09	01/06/12	137 92	122 34	15 58	
	1 70100	26 1600	04/07/10	01/06/12	46 64	44 50	2 14	
	2 98000	22 3100	07/07/10	01/06/12	81 71	66 49	15 22	
	2 06400	24 9000	10/06/10	01/06/12	56 59	51 40	5 19	
	1 80300	27 6700	12/22/10	01/06/12	49 44	49 89	-0 45	
	263.90800				7,236.34	6,004.22	1,232.12	
Subtotal								
RUSSELL US QUANT EQTY CLASS S CUSIP 782494553	193 21300	23 8500	08/27/09	01/06/12	5,827 30	4,608 11	1,219 19	
	4 24900	23 6100	10/06/09	01/06/12	128 15	100 31	27 84	
	7 17200	25 7700	12/23/09	01/06/12	216 30	184 83	31 47	
	2 85100	27 4500	04/07/10	01/06/12	85 98	78 25	7 73	
	3 91000	23 4700	07/07/10	01/06/12	117 93	91 77	26 16	
	3 74600	25 8500	10/06/10	01/06/12	112 98	96 84	16 14	
	2 19500	28 4100	12/22/10	01/06/12	66 20	62 37	3 83	
	217.33600				6,554.84	5,222.48	1,332.36	
Subtotal								
RUSSELL US SMALL CAP EQUITY FUND CLASS S CUSIP 782494520	112 64200	16.6400	08/27/09	01/06/12	2,496 14	1,874 34	621 80	
	3 22700	17 9500	12/23/09	01/06/12	71 51	57 93	13 58	
	16 87900	17 2900	07/02/10	01/06/12	374 04	291 83	82 21	
	1 26700	22.7500	12/22/10	01/06/12	28 08	28 82	-0 74	
	134.01500				2,969.77	2,252.92	716.85	
Subtotal								
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES					\$65,462.86	\$61,883.45	\$3,579.41	