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**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.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE SAM MAZZA FOUNDATION		A Employer identification number 20-3644356
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 14700	Room/suite	B Telephone number 650-355-0272
City or town, state, and ZIP code SAN FRANCISCO, CA 94114		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address 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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 20,475,109. (Part I, column (d) must be on cash basis)	J Accounting method: <input type="checkbox"/> Cash <input checked="" 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 Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2,590.			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	126,184.	145,893.		STATEMENT 1
	4 Dividends and interest from securities	139,633.	146,224.		STATEMENT 2
	5a Gross rents	673,159.	673,159.		STATEMENT 3
	b Net rental income or (loss) 361,382.				STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	126,867.			
	b Gross sales price for all assets on line 6a 3,527,752.				
	7 Capital gain net income (from Part IV, line 2)		126,867.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	3,575.	3,575.		0.	STATEMENT 5
12 Total Add lines 1 through 11	1,072,008.	1,095,718.		0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	95,000.	47,500.	0.	47,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 6	21,806.	2,641.	0.	19,165.
	c Other professional fees STMT 7	16,176.	9,758.	0.	6,418.
	17 Interest				
	18 Taxes STMT 8	58,207.	48,832.	0.	3,801.
	19 Depreciation and depletion	225,538.	159,024.	0.	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 9	232,408.	198,955.	0.	33,453.
	24 Total operating and administrative expenses. Add lines 13 through 23	649,135.	466,710.	0.	110,337.
	25 Contributions, gifts, grants paid	529,624.			529,624.
26 Total expenses and disbursements. Add lines 24 and 25	1,178,759.	466,710.	0.	639,961.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-106,751.				
b Net investment income (if negative, enter -0-)		629,008.			
c Adjusted net income (if negative, enter -0-)			0.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			50,412.	50,412.
	2	Savings and temporary cash investments			130,197.	130,197.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		13,147.		
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶	8,651,779.				
	Less accumulated depreciation STMT 10 ▶	844,976.		6,106,112.	7,806,803.	7,806,803.
12	Investments - mortgage loans					
13	Investments - other	STMT 11		9,561,273.	9,815,292.	9,815,292.
14	Land, buildings, and equipment: basis ▶	2,660,949.				
	Less accumulated depreciation STMT 12 ▶	251,399.		2,433,557.	2,409,550.	2,409,550.
15	Other assets (describe ▶ STATEMENT 13)			262,855.	262,855.	262,855.
16	Total assets (to be completed by all filers)			18,376,944.	20,475,109.	20,475,109.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
22	Other liabilities (describe ▶ STATEMENT 14)			105,863.	57,764.	
23	Total liabilities (add lines 17 through 22)			105,863.	57,764.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds			19,023,100.	19,023,100.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds			-752,019.	1,394,245.	
30	Total net assets or fund balances			18,271,081.	20,417,345.	
31	Total liabilities and net assets/fund balances			18,376,944.	20,475,109.	

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	18,271,081.
2	Enter amount from Part I, line 27a	2	-106,751.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	2,253,015.
4	Add lines 1, 2, and 3	4	20,417,345.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,417,345.

Part IV Capital Gains and Losses for Tax on Investment Income

1a	(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.)
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	3,527,752.		3,400,885.	126,867.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			126,867.

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	126,867.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	845,364.	15,712,074.	.053803
2010	823,287.	15,551,217.	.052940
2009	579,030.	14,976,365.	.038663
2008	1,205,220.	15,938,294.	.075618
2007	1,176,991.	18,303,784.	.064303

2	Total of line 1, column (d)	2	.285327
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	.057065
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,224,082.
5	Multiply line 4 by line 3	5	982,892.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,290.
7	Add lines 5 and 6	7	989,182.
8	Enter qualifying distributions from Part XII, line 4	8	681,074.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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 type="checkbox"/> and enter 1% of Part I, line 27b	1	12,580.
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	12,580.
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	12,580.
6	Credits/Payments:		
6a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,600.
6b	Exempt foreign organizations - tax withheld at source	6b	
6c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000.
6d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	20,600.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,020.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 8,020. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.SAMMAZZAFFOUNDATION.ORG	X		
14	The books are in care of ► THE FOUNDATION Telephone no. ► 650-355-0272 Located at ► P.O. BOX 14700, SAN FRANCISCO, CA ZIP+4 ► 94114			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A
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 ►		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
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

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

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.

(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
JEANETTE COOL 900 MIRADOR TERRACE PACIFICA, CA 94044	PRESIDENT 40.00	95,000.	0.	0.

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

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

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

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

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

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains '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.

Table with 2 columns: Description of activity, Expenses. Row 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Table with 2 columns: Description of investment, Amount. Row 1 contains 'N/A'.

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	7,954,409.
b	Average of monthly cash balances	1b	549,104.
c	Fair market value of all other assets	1c	8,982,865.
d	Total (add lines 1a, b, and c)	1d	17,486,378.
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	17,486,378.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	262,296.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,224,082.
6	Minimum investment return. Enter 5% of line 5	6	861,204.

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	861,204.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	12,580.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,580.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	848,624.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	848,624.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	848,624.

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	639,961.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	41,113.
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	681,074.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	681,074.

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				848,624.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			292,388.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 681,074.				
a Applied to 2011, but not more than line 2a			292,388.	
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				388,686.
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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				459,938.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

- 1 **Information Regarding Foundation Managers:**
- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- NONE**
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

- NONE**
- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 15

- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines:
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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				
BAYCAT 2415 THIRD STREET, STE 230 SAN FRANCISCO, CA 94107	NONE	NON-PROFIT ORGANIZATION	TO EDUCATE, EMPOWER, AND EMPLOY UNDERSERVED YOUTH AND ADULTS	40,000.
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE, STE 700 ARLINGTON, VA 22202	NONE	NON-PROFIT ORGANIZATION	TO SUPPORT GRANTMAKING FOUNDATIONS AND CORPORATIONS	3,160.
DOOR DOG MUSIC PRODUCTIONS 1007 GENERAL KENNEDY AVE, SUITE 215 SAN FRANCISCO, CA 94129	NONE	NON-PROFIT ORGANIZATION	TO SUPPORT WORLD YOUTH ORCHESTRA	125,000.
FAMILY SERVICE AGENCY OF SAN FRANCISCO 1010 GOUGH STREET SAN FRANCISCO, CA 94109	NONE	NON-PROFIT ORGANIZATION	TO PROVIDE SOCIAL SERVICES TO LOW-INCOME FAMILIES, CHILDREN, THE ELDERLY AND DISABLED PEOPLE	10,000.
FREE THE CHILDREN TRUST 122 HAMILTON AVE PALO ALTO, CA 94301	NONE	NON-PROFIT ORGANIZATION	TO SUPPORT SCHOLARSHIPS FOR THE NEEDY	10,730.
Total	SEE CONTINUATION SHEET(S)			529,624.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PICKLEBERRY PIE INCORPORATED 305 DICKENS WAY SANTA CRUZ, CA 95064	NONE	NON-PROFIT ORGANIZATION	TO IMPROVE THE LIVES OF SICK CHILDREN	9,000.
RUDOLF STEINER COLLEGE 9200 FAIR OAKS BLVD FAIR OAKS, CA 95628	NONE	NON-PROFIT ORGANIZATION	TO PROVIDE EDUCATION FOR PEOPLE OF DIVERSE AGES AND BACKGROUNDS	17,000.
BALLET AFSANEH ART AND CULTURAL SOCIETY PO BOX 1104 WOODACRE, CA 94973	NONE	NON-PROFIT ORGANIZATION	TO SUPPORT AAC'S EDUCATION AND PERFORMING ARTS PROGRAMS	20,000.
CHILDREN'S BOOK PROJECT 45 HOLLY PARK CIRCLE SAN FRANCISCO, CA 94110	NONE	NON-PROFIT ORGANIZATION	TO SUPPORT LITERACY AND CREATIVE LANGUAGE ARTS	5,000.
CHILDREN'S VISION FIRST 1007 GENERAL KENNEDY AVE, SUITE 210 SAN FRANCISCO, CA 94129	NONE	NON-PROFIT ORGANIZATION	TO PROVIDE UNINSURED LOW INCOME CHILDREN WITH FREE VISION EXAMS AND CORRECTIVE EYEGLASSES	10,000.
FRIENDS OF HARVEY MILK CIVIL RIGHTS ACADEMY 584 CASTRO STREET #465 SAN FRANCISCO, CA 94114	NONE	NON-PROFIT ORGANIZATION	TO SUPPORT THE EDUCATIONAL AND EXTRA-CURRICULAR ACTIVITIES OF PUBLIC SCHOOL STUDENTS	13,234.
GEORGE WASHINGTON CARVER SCHOOL OF ARTS AND SCIENCES 10101 SYSTEMS PARKWAY SACRAMENTO, CA 95827	NONE	NON-PROFIT ORGANIZATION	TO HELP TEENAGERS DEVELOP THINKING, CREATING, AND HEALTH ACTIVITY	43,000.
HOMEWORK CENTRAL 725 MONTE DIABLOE AVENUE SAN MATEO, CA 94401	NONE	NON-PROFIT ORGANIZATION	TO PROVIDE AFTER-SCHOOL TUTORING ASSISTANCE AND FAMILY SUPPORT TO LOW INCOME 3RD, 4TH AND 5TH	5,000.
KIDS-GROW 10101 SYSTEMS PARKWAY SACRAMENTO, CA 95827	NONE	NON-PROFIT ORGANIZATION	TO SUPPORT SCHOOL GARDENS, TO HELP RESTORE THE RELATIONSHIP BETWEEN THE EARTH AND STUDENTS	20,000.
MISSION GRADUATES 3040 16TH STREET SAN FRANCISCO, CA 94103	NONE	NON-PROFIT ORGANIZATION	TO HELP INCREASE THE NUMBER OF K-12 STUDENTS IN SAN FRANCISCO'S MISSION DISTRICT WHO ARE	50,000.
Total from continuation sheets				340,734.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MUSIC AT KOHL MANSION 2750 ADELINE DRIVE BURLINGAME, CA 94010	NONE	NON-PROFIT ORGANIZATION	TO SUPPORT OUTREACH PROGRAMS THAT PROVIDE ACCESS TO INTERACTIVE MUSICAL EXPERIENCES FOR DIVERSE	5,000.
NIGHT MINISTRY 4711 NORTH RAVENSWOOD AVE CHICAGO, IL 60640	NONE	NON-PROFIT ORGANIZATION	TO PROVIDE HOUSING, HEALTH CARE AND HUMAN CONNECTION TO MEMBERS OF CHICAGO COMMUNITY STRUGGLING WITH	5,000.
OBERLIN DANCE COLLECTIVE 351 SHOTWELL STREET SAN FRANCISCO, CA 94110	NONE	NON-PROFIT ORGANIZATION	TO EMPOWER AND DEVELOP INNOVATIVE ARTISTS	30,000.
PACIFIC INSTITUTE 654 13TH STREET, PRESERVATION PARK OAKLAND, CA 94612	NONE	NON-PROFIT ORGANIZATION	TO SUPPORT RESEARCH THAT ADVANCES A SUSTAINABLE ENVIRONMENT, HEALTHY ECONOMY, AND SOCIAL	3,500.
PACIFICA HISTORICAL SOCIETY PO BOX 752 PACIFICA, CA 94044	NONE	NON-PROFIT ORGANIZATION	TO SUPPORT THE PRESERVATION, ARCHIVAL AND EDUCATION OF LOCAL HISTORY	5,000.
PROJECT OPEN HAND 730 POLK STREET SAN FRANCISCO, CA 94109	NONE	NON-PROFIT ORGANIZATION	TO PROVIDE MEALS WITH LOVE TO SENIOR AND THE CRITICALLY ILL	5,000.
RIO VISTA MINISTRY, INC. 1105-A AIRPORT RD RIO VISTA, CA 94571	NONE	NON-PROFIT ORGANIZATION	TO ASSIST LOW INCOME INDIVIDUALS, FAMILIES, AND THE HOMELESS IN CRISIS MODE, WITH FOOD AND REFERRALS TO	5,000.
ROTARY CLUB OF PACIFICA PO BOX 1051 PACIFICA, CA 94044	NONE	NON-PROFIT ORGANIZATION	TO SUPPORT THE CONSTRUCTION OF THE ROTARY PLAZA	5,000.
SACRAMENTO WALDORF SCHOOL 3750 BANNISTER ROAD FAIR OAKS, CA 95628	NONE	NON-PROFIT ORGANIZATION	TO SUPPORT PRIVATE PRE-K THROUGH 12TH GRADE SCHOOL	15,000.
SAN FRANCISCO COURT APPOINTED ADVOCATE PROGRAM 100 BUSH STREET, SUITE 650 SAN FRANCISCO, CA 94104	NONE	NON-PROFIT ORGANIZATION	TO SUPPORT VOLUNTEER PROGRAM THAT EMPOWERS EVERYDAY CITIZENS TO SERVE AS ADVOCATES AND MENTORS TO ABUSED AND	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - HOMEWORK CENTRAL

TO PROVIDE AFTER-SCHOOL TUTORING ASSISTANCE AND FAMILY SUPPORT TO LOW INCOME 3RD, 4TH AND 5TH GRADERS

NAME OF RECIPIENT - MISSION GRADUATES

TO HELP INCREASE THE NUMBER OF K-12 STUDENTS IN SAN FRANCISCO'S MISSION DISTRICT WHO ARE PREPARED FOR AND COMPLETE A COLLEGE EDUCATION

NAME OF RECIPIENT - MUSIC AT KOHL MANSION

TO SUPPORT OUTREACH PROGRAMS THAT PROVIDE ACCESS TO INTERACTIVE MUSICAL EXPERIENCES FOR DIVERSE POPULATIONS OF ALL AGES

NAME OF RECIPIENT - NIGHT MINISTRY

TO PROVIDE HOUSING, HEALTH CARE AND HUMAN CONNECTION TO MEMBERS OF CHICAGO COMMUNITY STRUGGLING WITH POVERTY OR HOMELESSNESS

NAME OF RECIPIENT - PACIFIC INSTITUTE

TO SUPPORT RESEARCH THAT ADVANCES A SUSTAINABLE ENVIRONMENT, HEALTHY ECONOMY, AND SOCIAL EQUITY WITH SCIENCE-BASED SOLUTIONS THAT LEAD TO SOCIAL AND POLITICAL CHANGE

NAME OF RECIPIENT - RIO VISTA MINISTRY, INC.

TO ASSIST LOW INCOME INDIVIDUALS, FAMILIES, AND THE HOMELESS IN CRISIS MODE, WITH FOOD AND REFERRALS TO SERVICES

NAME OF RECIPIENT - SAN FRANCISCO COURT APPOINTED ADVOCATE PROGRAM

TO SUPPORT VOLUNTEER PROGRAM THAT EMPOWERS EVERYDAY CITIZENS TO SERVE AS ADVOCATES AND MENTORS TO ABUSED AND NEGLECTED CHILDREN IN FOSTER

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

CARE

NAME OF RECIPIENT - SPARK PROGRAM

TO PROVIDE LIFE-CHANGING APPRENTICESHIPS TO YOUTH FROM DISADVANTAGED COMMUNITIES

NAME OF RECIPIENT - WELCOME MINISTRY

TO IMPROVE THE QUALITY OF LIFE FOR INDIVIDUALS BY PROVIDING: HOSPITALITY; EDUCATION; FOOD; AND REFERRALS FOR HOUSING, HEALTH CARE AND DRUG AND ALCOHOL TREATMENT

NAME OF RECIPIENT - YOUTH ENRICHMENT STRATEGIES

TO PROMOTE HEALTH AND WELLNESS PRACTICES TO LOW-INCOME CHILDREN AND FAMILIES IN RICHMOND AND WEST CONTRA COSTA COUNTY

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
KKR & CO LP	245.
THRIVENT CD	117.
THRIVENT MONEY MARKET	80.
US TREASURY	52.
WELLS FARGO	125,690.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	126,184.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
KKR & CO LP	424.	0.	424.
WELLS FARGO	139,209.	0.	139,209.
TOTAL TO FM 990-PF, PART I, LN 4	139,633.	0.	139,633.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
COMMERCIAL PROPERTIES	1	673,159.
TOTAL TO FORM 990-PF, PART I, LINE 5A		673,159.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		159,024.	
CLEANING/MAINTENANCE		10,936.	
CARPENTRY		515.	
GARDENING		500.	
INSURANCE		33,226.	

INTEREST EXPENSE ON SECURITY DEPOSIT	616.	
PLUMBING AND HEATING	4,594.	
REPAIRS	3,707.	
REPLACEMENTS	505.	
PROPERTY TAXES	41,753.	
UTILITIES	29,916.	
TELEPHONE	149.	
SUPPLIES	1,666.	
ELECTRICAL	2,253.	
PROFESSIONAL SERVICES	3,339.	
PAINTING	10,330.	
HAULING	280.	
SECURITY FEES	1,184.	
MANAGEMENT FEES	471.	
DEMOLITION	80.	
INSPECTIONS	3,640.	
LEGAL AND ACCOUNTING	449.	
POSTAGE AND DELIVERY	2,641.	
	3.	
- SUBTOTAL -	1	311,777.
TOTAL RENTAL EXPENSES		311,777.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B		361,382.

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CASTLE FEES	3,540.	3,540.	0.
MISCELLANEOUS INCOME	35.	35.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	3,575.	3,575.	0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	19,165.	0.	0.	19,165.
LEGAL AND ACCOUNTING	2,641.	2,641.		0.
TO FORM 990-PF, PG 1, LN 16B	21,806.	2,641.		19,165.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	12,837.	6,419.	0.	6,418.
PROFESSIONAL SERVICES	3,339.	3,339.		0.
TO FORM 990-PF, PG 1, LN 16C	16,176.	9,758.		6,418.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	5,574.	0.	0.	0.
FOREIGN TAXES	3,278.	3,278.	0.	0.
PAYROLL TAXES	7,602.	3,801.	0.	3,801.
PROPERTY TAXES	41,753.	41,753.		0.
TO FORM 990-PF, PG 1, LN 18	58,207.	48,832.		3,801.

FORM 990-PF	OTHER EXPENSES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	72.	36.	0.	36.
DUES AND SUBS	1,135.	568.	0.	567.
MANAGEMENT FEES	74,241.	73,631.	0.	610.
MISCELLANEOUS EXPENSES	203.	102.	0.	101.
MEDICAL INSURANCE	10,691.	5,346.	0.	5,345.
OFFICE SUPPLIES	707.	354.	0.	353.
TELEPHONE	2,293.	1,147.	0.	1,146.
PROPERTY INSURANCE	12,885.	6,443.	0.	6,442.
SECURITY	656.	328.	0.	328.
UTILITIES	2,213.	0.	0.	2,213.
POSTAGE AND DELIVERY	804.	402.	0.	402.
REPAIRS	2,264.	1,132.	0.	1,132.
FEES	854.	0.	0.	854.
MARKETING	279.	0.	0.	279.
PARKING	68.	0.	0.	68.
SUPPLIES	2,093.	1,047.	0.	1,046.

ENTERTAINMENT	2,050.	0.	0.	2,050.
GARDENING	8,900.	0.	0.	8,900.
HAULING	645.	0.	0.	645.
INVESTMENT EXPENSES	2,507.	2,507.	0.	0.
GIFTS	785.	393.	0.	392.
PLUMBING & HEATING	120.	60.	0.	60.
RESEARCH AND DEVELOPMENT	877.	439.	0.	438.
TRAVEL	46.	0.	0.	46.
CLEANING/MAINTENANCE	10,936.	10,936.		0.
CARPENTRY	515.	515.		0.
GARDENING	500.	500.		0.
INSURANCE	33,226.	33,226.		0.
INTEREST EXPENSE ON SECURITY DEPOSIT	616.	616.		0.
PLUMBING AND HEATING REPAIRS	4,594.	4,594.		0.
REPAIRS	3,707.	3,707.		0.
REPLACEMENTS	505.	505.		0.
UTILITIES	29,916.	29,916.		0.
TELEPHONE	149.	149.		0.
SUPPLIES	1,666.	1,666.		0.
ELECTRICAL	2,253.	2,253.		0.
PAINTING	10,330.	10,330.		0.
HAULING	280.	280.		0.
SECURITY FEES	1,184.	1,184.		0.
FEES	471.	471.		0.
MANAGEMENT FEES	80.	80.		0.
DEMOLITION	3,640.	3,640.		0.
INSPECTIONS	449.	449.		0.
POSTAGE AND DELIVERY	3.	3.		0.
TO FORM 990-PF, PG 1, LN 23	232,408.	198,955.		33,453.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
160 LIBERTY STREET LAND	341,000.	0.	341,000.
2255 MARKET STREET LAND	930,000.	0.	930,000.
299 COLE STREET LAND	618,150.	0.	618,150.
160 LIBERTY STREET BUILDING	759,000.	290,936.	468,064.
2255 MARKET STREET BUILDING	2,070,000.	793,455.	1,276,545.
299 COLE STREET BUILDING	966,850.	370,606.	596,244.
160 LIBERTY STREET IMPROVEMENTS	18,176.	9,088.	9,088.
160 LIBERTY STREET IMPROVEMENTS	10,558.	3,248.	7,310.
160 LIBERTY STREET IMPROVEMENTS	3,898.	1,201.	2,697.
160 LIBERTY STREET ELECTRICAL	3,163.	877.	2,286.
160 LIBERTY STREET IMPROVEMENTS	14,750.	3,819.	10,931.

2255 MARKET STREET IMPROVEMENTS	30,500.	8,549.	21,951.
299 COLE STREET IMPROVEMENTS	28,266.	8,695.	19,571.
299 COLE STREET ELECTRICAL	12,064.	3,274.	8,790.
299 COLE STREET IMPROVEMENTS	54,995.	14,917.	40,078.
299 COLE STREET ELECTRICAL	11,507.	2,700.	8,807.
299 COLE STREET TANGIBLE PROPERTY	12,350.	11,801.	549.
299 COLE STREET TANGIBLE PROPERTY	9,540.	9,115.	425.
160 LIBERTY STREET IMPROVEMENTS	79,967.	15,873.	64,094.
160 LIBERTY STREET CARPET	2,624.	2,624.	0.
160 LIBERTY STREET REFRIGERATOR	716.	716.	0.
160 LIBERTY STREET STOVE	668.	668.	0.
2255 MARKET STREET REFRIGERATOR	552.	552.	0.
2255 MARKET STREET STOVE	377.	377.	0.
299 COLE STREET IMPROVEMENTS	7,373.	1,195.	6,178.
299 COLE STREET REFRIGERATOR	623.	606.	17.
299 COLE STREET STOVE	860.	837.	23.
2255 MARKET STREET #10 REFRIGERATOR	580.	563.	17.
2255 MARKET STREET IMPROVEMENTS	10,405.	1,685.	8,720.
299 COLE STREET IMPROVEMENTS	1,162.	163.	999.
160 LIBERTY STREET #5 REFRIGERATOR	638.	583.	55.
160 LIBERTY STREET #6 REFRIGERATOR	630.	575.	55.
2255 MARKET STREET #5 IMPROVEMENTS	65,013.	5,812.	59,201.
2255 MARKET STREET #11 IMPROVEMENTS	25,514.	2,281.	23,233.
2255 MARKET STREET IMPROVEMENTS	26,963.	2,409.	24,554.
2255 MARKET STREET #2 - STOVE	499.	356.	143.
2255 MARKET STREET #5 - REFRIGERATOR	1,488.	1,060.	428.
2255 MARKET STREET #5 AND 11 - STOVE	1,046.	745.	301.
2255 MARKET STREET #12 - STOVE	535.	535.	0.
2255 MARKET STREET - ROOF	33,100.	2,157.	30,943.
299 COLE STREET - FLOORING	1,425.	1,425.	0.
2255 MARKET STREET - IMPROVEMENTS	5,659.	300.	5,359.
160 LIBERTY STREET IMPROVEMENTS	33,561.	1,271.	32,290.
299 COLE STREET - IMPROVEMENTS	6,186.	141.	6,045.
160 LIBERTY STREET IMPROVEMENTS	42,772.	713.	42,059.
2255 MARKET STREET - SECURITY CAMERAS	3,860.	18.	3,842.

2255 MARKET STREET - IMPROVEMENTS	7,600.	35.	7,565.
299 COLE STREET REFRIGERATOR	692.	415.	277.
TOTAL TO FM 990-PF, PART II, LN 11	6,257,855.	1,578,971.	4,678,884.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LAND INVESTMENTS	COST	1,250,000.	1,250,000.
WELLS FARGO	FMV	8,565,292.	8,565,292.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,815,292.	9,815,292.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
900 MIRADOR TERRACE LAND	780,000.	0.	780,000.
900 MIRADOR TERRACE BUILDING	2,220,000.	850,950.	1,369,050.
900 MIRADOR TERRACE IMPROVEMENTS	2,113.	2,112.	1.
900 MIRADOR TERRACE IMPROVEMENTS	4,969.	1,535.	3,434.
900 MIRADOR TERRACE OFFICE EQUIPMENTS	3,784.	3,784.	0.
900 MIRADOR TERRACE IMPROVEMENTS	144,718.	28,722.	115,996.
MAC COMPUTER	3,369.	3,369.	0.
900 MIRADOR TERRACE OFFICE EQUIPMENT	626.	608.	18.
900 MIRADOR TERRACE IMPROVEMENTS	439,626.	71,269.	368,357.
COMPUTER EQUIPMENT	208.	202.	6.
COMPUTER SOFTWARE	150.	150.	0.
OFFICE FURNITURE	4,846.	4,089.	757.
900 MIRADOR TERRACE IMPROVEMENTS	126,427.	15,899.	110,528.
900 MIRADOR TERRACE IMPROVEMENTS	317,860.	28,413.	289,447.
BOSE SOUND SYSTEM - MIRADOR	1,560.	878.	682.
IPHONE	262.	262.	0.
COMPUTER SOFTWARE	212.	130.	82.
900 MIRADOR TERRACE IMPROVEMENTS	395,903.	20,995.	374,908.

COMPUTER EQUIPMENT - SOUND SYSTEM	488.	488.	0.
COMPUTER EQUIPMENT	269.	269.	0.
APPLE IPAD	688.	413.	275.
OFFICE EQUIPMENT - TV	325.	195.	130.
900 MIRADOR TERRACE IMPROVEMENTS	34,855.	581.	34,274.
OFFICE FURNITURE	5,245.	2,998.	2,247.
TOTAL TO FM 990-PF, PART II, LN 14	4,488,503.	1,038,311.	3,450,192.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART COLLECTION - 900 MIRADOR TERRACE	262,855.	262,855.	262,855.
TOTAL TO FORM 990-PF, PART II, LINE 15	262,855.	262,855.	262,855.

FORM 990-PF OTHER LIABILITIES STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
SECURITY DEPOSITS	52,334.	52,809.
OTHER LIABILITIES	53,529.	4,955.
TOTAL TO FORM 990-PF, PART II, LINE 22	105,863.	57,764.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE SAM MAZZA FOUNDATION, ATTN: JEANETTE COOL
PO BOX 14700
SAN FRANCISCO, CA 94114

TELEPHONE NUMBER

(650)355-0272

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION ACCEPTS MANY FORMATS. THE INFORMATION THEY SHOULD INCLUDE ARE INFORMATION ABOUT THE ORGANIZATION, MISSION OBJECTIVE, FINANCIAL STATEMENTS, BUDGETS, RELEVANT PUBLIC RELATIONS AND WEBSITE INFORMATION.

ANY SUBMISSION DEADLINES

NO.

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO RESTRICTIONS OR LIMITATIONS ON AWARDS PRESENTLY, BUT BAY AREA PROPOSALS ARE PREFERENTIAL. ARTS, SOCIAL WELFARE AND EDUCATION ARE CHARITABLE FIELDS THAT ARE GIVEN PREFERENCE.

Asset Number	Description of property							
	Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
6900	MIRADOR TERRACE LAND							
	061402	L			780,000.			0.
12900	MIRADOR TERRACE BUILDING							
	061402	SL	27.50	17	2,220,000.		770,231.	80,719.
30900	MIRADOR TERRACE IMPROVEMENTS							
	070104	200DB	7.00	17	2,113.	1,056.	1,056.	0.
31900	MIRADOR TERRACE IMPROVEMENTS							
	070104	SL	27.50	17	4,969.		1,354.	181.
32900	MIRADOR TERRACE OFFICE EQUIPMENTS							
	061402	200DB	5.00	17	3,784.	1,135.	2,649.	0.
33900	MIRADOR TERRACE IMPROVEMENTS							
	070107	SL	27.50	17	144,718.		23,460.	5,262.
40	MAC COMPUTER							
	091107	200DB	5.00	17	3,369.		3,175.	194.
46900	MIRADOR TERRACE OFFICE EQUIPMENT							
	121708	200DB	5.00	17	626.	313.	259.	36.
47900	MIRADOR TERRACE IMPROVEMENTS							
	070108	SL	27.50	17	439,626.		55,284.	15,985.
48	COMPUTER EQUIPMENT							
	031908	200DB	5.00	17	208.	104.	86.	12.
49	COMPUTER SOFTWARE							
	031908	SL	3.00	16	150.	75.	75.	0.
53	OFFICE FURNITURE							
	070109	200DB	7.00	17	4,846.	2,423.	1,363.	303.
54900	MIRADOR TERRACE IMPROVEMENTS							
	070109	SL	27.50	17	126,427.		11,302.	4,597.
58900	MIRADOR TERRACE IMPROVEMENTS							
	070110	SL	27.50	17	317,860.		16,856.	11,557.
59	BOSE SOUND SYSTEM - MIRADOR							
	070110	200DB	7.00	17	1,560.		605.	273.
68	IPHONE							
	010311	200DB	5.00	17	262.	262.		0.
69	COMPUTER SOFTWARE							
	032811	SL	3.00	16	212.		59.	71.
70900	MIRADOR TERRACE IMPROVEMENTS							
	070111	SL	27.50	17	395,903.		6,600.	14,395.
71	COMPUTER EQUIPMENT - SOUND SYSTEM							
	120211	200DB	5.00	17	488.	488.		0.
72	COMPUTER EQUIPMENT							
	120211	200DB	5.00	17	269.	269.		0.
78	APPLE IPAD							
	041212	200DB	5.00	19B	688.	344.		413.
79	OFFICE EQUIPMENT - TV							
	041912	200DB	5.00	19B	325.	163.		195.
80900	MIRADOR TERRACE IMPROVEMENTS							
	070112	SL	27.50	19H	34,855.			581.
81	OFFICE FURNITURE							
	091812	200DB	7.00	19C	5,245.	2,623.		2,998.
	* 990-PF PG 1 TOTAL -							
					4,488,503.	9,255.	894,414.	137,772.
	* GRAND TOTAL 990-PF PG 1 DEPR							
					4,488,503.	9,255.	894,414.	137,772.

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Name(s) shown on return

Depreciation and Amortization RENT 1
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment
Sequence No 179

THE SAM MAZZA FOUNDATION

COMMERCIAL PROPERTIES

20-3644356

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	346.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	157,702.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		346.	5 YRS.	HY	200DB	69.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
	/	STATEMENT 16	27 5 yrs	MM	S/L	907.
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr	22	159,024.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No

Table with columns (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation deduction, (i) Elected section 179 cost. Includes rows 25-29.

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table with columns (a) through (f) Vehicle. Rows 30-36 covering miles driven and personal use questions.

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons

Table with rows 37-41 regarding employer policies and vehicle use. Includes Yes/No columns.

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

Table with columns (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year. Includes rows 42-44.

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990-PF
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment
Sequence No 179

Name(s) shown on return

Business or activity to which this form relates

Identifying number

THE SAM MAZZA FOUNDATION

FORM 990-PF PAGE 1

20-3644356

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	3,130.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	71.

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	133,514.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		506.	5 YRS.	HY	200DB	101.
c 7-year property		2,622.	7 YRS.	HY	200DB	375.
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	07 / 12	34,855.	27 5 yrs	MM	S/L	581.
	/		27 5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr	22	137,772.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed?		<input type="checkbox"/> Yes <input type="checkbox"/> No		24b If "Yes," is the evidence written?		<input type="checkbox"/> Yes <input type="checkbox"/> No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							25	
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners			
39 Do you treat all use of vehicles by employees as personal use?			
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?			
41 Do you meet the requirements concerning qualified automobile demonstration use?			

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year					
43 Amortization of costs that began before your 2012 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

FORM 4562 PART III - RESIDENTIAL RENTAL PROPERTY STATEMENT 16

(A) DESCRIPTION OF PROPERTY	(B) MO/YR	(C) BASIS	(G) DEDUCTION
299 COLE STREET - IMPROVEMENTS	05/12	6,186.	141.
160 LIBERTY STREET IMPROVEMENTS	07/12	42,772.	713.
2255 MARKET STREET - SECURITY CAMERAS	11/12	3,860.	18.
2255 MARKET STREET - IMPROVEMENTS	11/12	7,600.	35.
TOTAL TO FORM 4562, PART III, LINE 19H		60,418.	907.

THE SAM MAZZA FOUNDATION

20-3644356



Current date 04/29/2013 04 16 49 PM ET

Portfolio Report

Realized Gains/Losses (Last Year)		Expand Detail	Collapse Detail						
Symbol/Description	Open Date	Close Date	Quantity	Sale Proceeds	Adjusted Cost Basis	Original Cost Basis	Realized Gain/(Loss)	Term	
Stocks									
AAP - ADVANCE AUTO PARTS	06/27/12	11/02/12	73 000	5,818 670	4,763 430	4,763 430	1,055 240	N/A	SHORT
ABT - ABBOTT LABORATORIES	Detail	Detail	101 000	6,843 140	5,053 190	5,053 190	1 789 950	N/A	Detail
	08/23/11	02/14/12	15 000	824 680	750 480	750 480	74 200	N/A	SHORT
	08/23/11	05/18/12	5 000	308 990	250 160	250 160	58 830	N/A	SHORT
	08/23/11	10/04/12	77 000	5,456 880	3,852 420	3,852 420	1,604 460	N/A	LONG
	08/23/11	11/20/12	4 000	252 590	200 130	200 130	52 460	N/A	LONG
ACGL - ARCH CAP GROUP LTD	01/04/10 ^{nc}	03/08/12	15 000	548 990	359 950	359 950	189 040	N/A	LONG
ACM - AECOM TECHNOLGY CORP	Detail	06/06/12	290 000	4,710 560	7,438 890	7,438 890	(2,728 330)	N/A	Detail
	06/06/11	06/06/12	226 000	3,670 980	6,164 650	6,164 650	(2,493 670)	N/A	SHORT
	09/19/11	06/06/12	59 000	958 360	1,179 340	1,179 340	(220 980)	N/A	SHORT
	10/20/11	06/06/12	5 000	81 220	94 900	94 900	(13 680)	N/A	SHORT
ADI - ANALOG DEVICES INC	06/12/09 ^{nc}	08/01/12	24 000	945 580	606 680	606 680	338 900	N/A	LONG
AGNC - AMERICAN CAP AGY CORP	06/08/11	08/01/12	18 000	630 610	550 950	550 950	79 660	N/A	LONG
ALL - ALLSTATE CORP	Detail	Detail	145 000	5,113 930	3,285 710	3,285 710	1,828 220	N/A	Detail
	12/02/08 ^{nc}	02/08/12	25 000	773 420	566 510	566 510	206 910	N/A	LONG
	12/02/08 ^{nc}	02/14/12	30 000	928 030	679 800	679 800	248 230	N/A	LONG
	12/02/08 ^{nc}	05/18/12	5 000	163 740	113 300	113 300	50 440	N/A	LONG
	12/02/08 ^{nc}	08/10/12	72 000	2,730 180	1,631 520	1,631 520	1,098 660	N/A	LONG
	12/02/08 ^{nc}	11/20/12	13 000	518 560	294 580	294 580	223 980	N/A	LONG
AMAT - APPLIED MATERIALS INC	Detail	Detail	141 000	1,585 670	1,475 910	1,475 910	109 760	N/A	Detail
	08/31/10 ^{nc}	02/14/12	50 000	643 980	523 370	523 370	120 610	N/A	LONG
	08/31/10 ^{nc}	05/18/12	10 000	104 590	104 680	104 680	(0 090)	N/A	LONG
	08/31/10 ^{nc}	11/20/12	81 000	837 100	847 860	847 860	(10 760)	N/A	LONG
APA - APACHE CORP COMMON	07/07/10 ^{nc}	03/05/12	39 000	4,118 950	3,376 570	3,376 570	742 380	N/A	LONG
APH - AMPHENOL CORP NEW	08/06/09 ^{nc}	03/08/12	10 000	563 780	331 790	331 790	231 990	N/A	LONG
ASAZY - ASSA ABLOY AB - ADR	Detail	Detail	195 000	2,759 060	1,783 750	1,783 750	975 310	N/A	Detail
	02/09/10 ^{nc}	02/14/12	164 000	2,374 670	1,500 180	1,500 180	874 490	N/A	LONG
	02/09/10 ^{nc}	05/18/12	31 000	384 390	283 570	283 570	100 820	N/A	LONG
ATASY - ATLANTIA S P A-UNSPN ADR	Detail	Detail	44 900	290 730	466 740	466 740	(176 010)	N/A	Detail

THE SAM MAZZA FOUNDATION

20-3644356

	01/14/11	05/18/12	44 000	285 550	466 730	466 730	(181 180)	N/A	LONG
	06/14/12	06/14/12	0 900	5 180	0 010	0 010	5 170	N/A	SHORT
ATVI - ACTIVISION BLIZZARD INC	Detail	Detail	672 000	8,003 280	7,306 630	7,306 630	696 650	N/A	Detail
	08/06/10 ^{nc}	08/01/12	183 000	2,174 480	2,003 850	2,003 850	170 630	N/A	LONG
	08/06/10 ^{nc}	09/10/12	8 000	95 350	87 600	87.600	7 750	N/A	LONG
	08/10/10 ^{nc}	09/10/12	177 000	2,109 810	1,932 010	1,932 010	177 800	N/A	LONG
	09/24/10 ^{nc}	09/10/12	304 000	3,623 640	3,283 170	3,283 170	340 470	N/A	LONG
AVY - AVERY DENNISON CORP	01/20/11	08/01/12	29 000	893 600	1,200 650	1,200 650	(307 050)	N/A	LONG
AXAHY - AXA-ADR	Detail	Detail	281 000	3,470 130	4,782.970	4,782 970	(1,312 840)	N/A	Detail
	10/27/11	05/18/12	17 000	200 250	299 230	299 230	(98 980)	N/A	SHORT
	10/27/11	07/06/12	186.000	2,303 770	3,273 870	3,273 870	(970 100)	N/A	SHORT
	01/20/12	07/06/12	78 000	966 110	1,209 870	1,209 870	(243 760)	N/A	SHORT
BA - BOEING CO	Detail	Detail	50 000	3,722 880	3,263 190	3,263 190	459 690	N/A	Detail
	08/13/08 ^{nc}	02/08/12	30 000	2,249 070	1,957 910	1,957 910	291 160	N/A	LONG
	08/13/08 ^{nc}	02/14/12	15 000	1,126 020	978 960	978 960	147 060	N/A	LONG
	08/13/08 ^{nc}	05/18/12	5 000	347 790	326 320	326 320	21 470	N/A	LONG
BAM - BROOKFIELD ASSET MANGMNT	Detail	Detail	463 000	15,376 740	15,127 190	15,127.190	249 550	N/A	Detail
	06/10/11	02/14/12	30 000	929 980	937 700	937.700	(7.720)	N/A	SHORT
	06/10/11	06/04/12	25 000	760 230	781 410	781 410	(21 180)	N/A	SHORT
	06/10/11	08/03/12	124.000	4,232 610	3,875 800	3,875 800	356 810	N/A	LONG
	07/24/07 ^{nc}	02/14/12	30 000	929 680	1,139 420	1,139 420	(209 740)	N/A	LONG
	07/24/07 ^{nc}	03/08/12	20 000	622.780	759 610	759 610	(136 830)	N/A	LONG
	07/24/07 ^{nc}	06/04/12	20 000	608 180	759 600	759 600	(151 420)	N/A	LONG
	07/24/07 ^{nc}	08/03/12	5.000	170 400	189 900	189 900	(19 500)	N/A	LONG
	08/09/07 ^{nc}	08/03/12	110 000	3,748.880	3,738 210	3,738 210	10 670	N/A	LONG
	08/16/07 ^{nc}	08/03/12	99 000	3,374 000	2,945 540	2,945.540	428 460	N/A	LONG
BAMXY - BAYERISCHE MOTOREN WERKE	Detail	Detail	242 000	6,441 020	6,814 220	6,814 220	(373 200)	N/A	Detail
	02/09/11	02/08/12	84 000	2,566.710	2,361.340	2,361 340	205 370	N/A	SHORT
	02/09/11	03/08/12	12 000	367 190	337 340	337 340	29 850	N/A	LONG
	02/09/11	05/18/12	9 000	232.370	253 000	253 000	(20 630)	N/A	LONG
	02/09/11	06/04/12	78 000	1,849 140	2,192 660	2,192 660	(343 520)	N/A	LONG
	02/09/11	08/06/12	15 000	362 440	421 660	421 660	(59 220)	N/A	LONG
	02/14/11	08/06/12	44 000	1,063 170	1,248 220	1,248 220	(185 050)	N/A	LONG
BASFY - BASF SE SPONSORED ADR	09/25/06 ^{nc}	05/18/12	60 000	4,366 700	2,400.900	2,400 900	1,965 800	N/A	LONG
BAYRY - BAYER AG SPONSORED ADR	12/22/11	05/18/12	4 000	256 510	248.990	248 990	7 520	N/A	SHORT
BBBY - BED BATH & BEYOND INC	11/03/08 ^{nc}	03/08/12	10 000	622.980	252 120	252 120	370 860	N/A	LONG
BDN - BRANDYWINE REALTY TRUST	11/29/07 ^{nc}	08/01/12	199 000	2,341 130	4,146 890	4,146 890	(1,805 760)	N/A	LONG
BDX - BECTON DICKINSON & CO	Detail	Detail	29 000	2,151 250	2,132 060	2,132.060	19 190	N/A	Detail
	12/21/11	02/14/12	14 000	1,070 830	1,029 270	1,029 270	41 560	N/A	SHORT

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	12/21/11	06/04/12	15 000	1,080,420	1,102 790	1,102 790	(22 370)	N/A	SHORT
BEN - FRANKLIN RESOURCES	Detail	Detail	81 000	10,097 110	8,211 690	8,211 690	1,885 420	N/A	Detail
	02/24/10 ^{nc}	02/14/12	7 000	808 130	709 660	709 660	98 470	N/A	LONG
	02/24/10 ^{nc}	04/26/12	74 000	9,288 980	7,502 030	7,502 030	1,786 950	N/A	LONG
BFB - BROWN FORMAN CORP CL B	Detail	Detail	109 000	8,628 330	3,832 650	3,832 650	4,795 680	N/A	Detail
	06/23/08 ^{nc}	06/04/12	4 000	336 660	250 110	250 110	86 550	N/A	LONG
	10/27/08 ^{nc}	06/04/12	3 000	252 510	128 620	128 620	123 890	N/A	LONG
	10/27/08 ^{nc}	06/26/12	38 000	3,631 540	1,629 180	1,629 180	2,002 360	N/A	LONG
	10/27/08 ^{nc}	12/04/12	52 500	3,615 620	1,500 550	1,500 550	2,115 070	N/A	LONG
	07/20/09 ^{nc}	12/04/12	11 500	792 000	324 190	324 190	467 810	N/A	LONG
BHI - BAKER HUGHES INC	Detail	Detail	25 000	1,155 320	921 850	921 850	233 470	N/A	Detail
	08/11/09 ^{nc}	02/14/12	20 000	951 380	737 480	737 480	213 900	N/A	LONG
	08/11/09 ^{nc}	05/18/12	5 000	203 940	184 370	184 370	19 570	N/A	LONG
BHP - BHP BILLITON LTD	Detail	Detail	49 000	3,739 520	3,425 070	3,425 070	314 450	N/A	Detail
	06/02/09 ^{nc}	02/14/12	4 000	305 590	240 470	240 470	65 120	N/A	LONG
	06/02/09 ^{nc}	02/24/12	20 000	1,560 170	1,202 320	1,202 320	357 850	N/A	LONG
	04/20/10 ^{nc}	02/24/12	20 000	1,560 170	1,585 820	1,585 820	(25 650)	N/A	LONG
	04/20/10 ^{nc}	05/18/12	5 000	313 590	396 460	396 460	(82 870)	N/A	LONG
BK - BANK NEW YORK MELLON	Detail	Detail	956 000	19,917 050	26,285 800	26,285 800	(6,368 750)	N/A	Detail
	11/16/09 ^{nc}	01/06/12	615 000	12,686 030	16,865 010	16,865 010	(4,178 980)	N/A	LONG
	02/24/10 ^{nc}	01/06/12	245 000	5,053 790	6,989 560	6,989 560	(1,935 770)	N/A	LONG
	10/09/08 ^{nc}	02/14/12	35 000	732 180	886 390	886 390	(154 210)	N/A	LONG
	10/09/08 ^{nc}	05/18/12	5 000	102 540	126 630	126 630	(24 090)	N/A	LONG
	10/09/08 ^{nc}	11/20/12	56 000	1,342 510	1,418 210	1,418 210	(75 700)	N/A	LONG
BLK - BLACKROCK INC	Detail	Detail	36 000	6,805 280	5,809 500	5,809 500	995 780	N/A	Detail
	06/16/10 ^{nc}	01/27/12	26 000	4,878 320	4,195 740	4,195 740	682 580	N/A	LONG
	06/16/10 ^{nc}	02/14/12	5 000	961 130	806 880	806 880	154 250	N/A	LONG
	06/16/10 ^{nc}	11/20/12	5 000	965 830	806 880	806,880	158 950	N/A	LONG
BNPQY - BNP PARIBAS ADR			13 000	318 750	269 780	269 780	48 970	N/A	LONG
BP - BP PLC SPONS ADR	07/20/12	11/20/12	4 000	164 400	165 530	165 530	(1 130)	N/A	SHORT
BR - BROADRIDGE FINANCIAL	Detail	Detail	820 000	17,175 300	18,111 220	18,111 220	(935 920)	N/A	Detail
	11/03/10 ^{nc}	02/14/12	30 000	724 180	661,030	661 030	63 150	N/A	LONG
	11/03/10 ^{nc}	06/04/12	30 000	609 280	661 030	661 030	(51 750)	N/A	LONG
	11/03/10 ^{nc}	06/27/12	500 000	10,422 260	11,017 140	11,017 140	(594 880)	N/A	LONG
	12/09/10 ^{nc}	06/27/12	150 000	3,126 680	3,348 060	3,348 060	(221 380)	N/A	LONG
	01/04/11	06/27/12	110 000	2,292 900	2,423 960	2,423 960	(131 060)	N/A	LONG
BRGYY - BG GROUP PLC F	Detail	Detail	27 000	603 680	594,300	594 300	9 380	N/A	Detail
	07/22/08 ^{nc}	03/08/12	15 000	359 990	338 010	338 010	21 980	N/A	LONG
	09/24/08 ^{nc}	03/08/12	2 000	48 000	42 720	42 720	5 280	N/A	LONG

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	09/24/08 ^{nc}	05/18/12	10 000	195 690	213 570	213 570	(17 880)	N/A	LONG
BRK'B - BERKSHIRE HATHAWAY INC B	06/23/08 ^{nc}	03/08/12	14 000	1,100 940	1,154 720	1,154 720	(53 780)	N/A	LONG
BRO - BROWN AND BROWN INC COM	01/24/08 ^{nc}	02/14/12	20 000	486 390	431 120	431 120	55 270	N/A	LONG
BSYBY - BRITISH SKY BROADCASTING	Detail	09/17/12	94 000	4,431 450	4,195 890	4,195 890	235 560	N/A	Detail
	10/20/11	09/17/12	72 000	3,394 300	3,290 520	3,290 520	103 780	N/A	SHORT
	04/11/12	09/17/12	22 000	1,037 150	905 370	905 370	131 780	N/A	SHORT
BTI - BRITISH AMERN TOB PLC	Detail	Detail	66 000	6,337 490	4,518 220	4,518 220	1,819 270	N/A	Detail
	09/25/07 ^{nc}	05/18/12	10 000	956 370	700 650	700 650	255 720	N/A	LONG
	06/24/08 ^{nc}	05/18/12	45 000	4,303 710	3,146 050	3,146 050	1,157 660	N/A	LONG
	01/31/07 ^{nc}	02/14/12	4 000	395 110	244 190	244 190	150 920	N/A	LONG
	01/31/07 ^{nc}	03/08/12	3 000	299 870	183 140	183 140	116 730	N/A	LONG
	01/31/07 ^{nc}	05/18/12	4 000	382 430	244 190	244 190	138 240	N/A	LONG
BUD - ANHEUSER BUSCH INBEV ADR	Detail	Detail	46 000	3,214 020	2,197 970	2,197 970	1,016 050	N/A	Detail
	11/12/09 ^{nc}	02/14/12	8 000	517 910	382 260	382 260	135 650	N/A	LONG
	11/12/09 ^{nc}	03/08/12	5 000	347 940	238 910	238 910	109 030	N/A	LONG
	11/12/09 ^{nc}	05/10/12	28 000	2,007 030	1,337 890	1,337 890	669 140	N/A	LONG
	11/12/09 ^{nc}	05/18/12	5 000	341 140	238 910	238 910	102 230	N/A	LONG
BWC - BABCOCK & WILCOX CO	10/21/08 ^{nc}	08/01/12	33 000	826 060	607 380	607 380	218 680	N/A	LONG
CAJ - CANON INC ADR F	Detail	Detail	17 000	734 950	678 790	678 790	56 160	N/A	Detail
	06/23/08 ^{nc}	02/14/12	6 000	268 370	304 740	304 740	(36 370)	N/A	LONG
	10/31/08 ^{nc}	02/14/12	3 000	134 190	102 020	102 020	32 170	N/A	LONG
	10/31/08 ^{nc}	05/18/12	8 000	332 390	272 030	272 030	60 360	N/A	LONG
CB - CHUBB CORP	06/08/09 ^{nc}	08/01/12	10 000	727 350	407 410	407 410	319 940	N/A	LONG
CLX - CLOROX COMPANY	10/28/09 ^{nc}	08/01/12	3 000	216 930	173 880	173 880	43 050	N/A	LONG
CME - CME GROUP INC	Detail	Detail	30 000	2,798 290	2,595 000	2,595 000	203 290	N/A	Detail
	09/02/11	02/14/12	5 000	1,438 570	1,297 500	1,297 500	141 070	N/A	SHORT
	09/02/11	11/20/12	25 000	1,359 720	1,297 500	1,297 500	62 220	N/A	LONG
CNQ - CDA NATURAL RES LTD	Detail	Detail	710 000	22,838 050	26,965 540	26,965 540	(4,127 490)	N/A	Detail
	06/28/11	03/05/12	165 000	5,941 360	6,575 340	6,575 340	(633 980)	N/A	SHORT
	06/28/11	08/14/12	370 000	11,471 140	14,744 670	14,744 670	(3,273 530)	N/A	LONG
	04/12/12	08/14/12	175 000	5,425 550	5,645 530	5,645 530	(219 980)	N/A	SHORT
COH - COACH INC	08/03/12	11/20/12	3 000	172 230	156 100	156 100	16 130	N/A	SHORT
COOPER INDUSTRIES PLC A	Detail	12/03/12	310 000	24,603 450	13,154 460	13,154 460	11 448 990	N/A	Detail
	09/27/06 ^{nc}	12/03/12	10 000	793 660	425 070	425 070	368 590	N/A	LONG
	12/20/06 ^{nc}	12/03/12	40 000	3,174 640	1,830 060	1,830 060	1,344 580	N/A	LONG
	01/05/07 ^{nc}	12/03/12	20 000	1,587 320	896 360	896 360	690 960	N/A	LONG
	03/31/08 ^{nc}	12/03/12	65 000	5,158 790	2,607 100	2,607 100	2 551 690	N/A	LONG
	06/24/08 ^{nc}	12/03/12	165 000	13,095 380	6,820 420	6,820 420	6,274 960	N/A	LONG

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	12/16/10 ^{nc}	12/03/12	10 000	793 660	575 450	575 450	218 210	N/A	LONG
CPRT - COPART INC	Detail	Detail	25 000	1,198 320	813 300	813 300	385 020	N/A	Detail
	09/25/09 ^{nc}	02/14/12	15 000	688 630	487 980	487 980	200 650	N/A	LONG
	09/25/09 ^{nc}	03/08/12	10 000	509.690	325 320	325 320	184 370	N/A	LONG
CSCO - CISCO SYS INC	Detail	Detail	2,070 000	40,709 410	45,342 570	45,342 570	(4,633 160)	N/A	Detail
	12/26/07 ^{nc}	01/27/12	210 000	4,103 420	5,950 870	5,950 870	(1,847 450)	N/A	LONG
	01/29/08 ^{nc}	01/27/12	170 000	3,321 820	4,059 550	4,059 550	(737 730)	N/A	LONG
	06/23/08 ^{nc}	01/27/12	330 000	6,448 250	8,084 470	8,084 470	(1,636 220)	N/A	LONG
	06/23/08 ^{nc}	03/08/12	5 000	98 540	122 490	122 490	(23 950)	N/A	LONG
	02/04/10 ^{nc}	03/08/12	45 000	886 940	1,046 160	1,046 160	(159 220)	N/A	LONG
	02/04/10 ^{nc}	05/02/12	290 000	5,722 610	6,741 920	6,741 920	(1,019 310)	N/A	LONG
	11/17/10 ^{nc}	05/02/12	465 000	9,175 920	9,119 810	9,119 810	56 110	N/A	LONG
	02/18/11	05/02/12	345 000	6,807 940	6,521 640	6,521 640	286 300	N/A	LONG
	05/05/11	05/02/12	210 000	4,143 970	3,695 660	3,695 660	448 310	N/A	SHORT
CS - CREDIT SUISSE GROUP F	02/17/12	06/15/12	169 000	3,105 310	4,514 670	4,514 670	(1,409 360)	N/A	SHORT
CVC - CABLEVISION SYS NY-GRP-A	09/25/06 ^{nc}	08/01/12	66 000	1,012 070	897 630	897 630	114 440	N/A	LONG
CVX - CHEVRON CORPORATION	Detail	Detail	261 000	27,831 940	18,970 280	18,970 280	8,861 660	N/A	Detail
	03/24/10 ^{nc}	02/14/12	7 000	740 370	517 790	517 790	222 580	N/A	LONG
	03/24/10 ^{nc}	02/23/12	52 000	5,629.620	3,846 410	3,846 410	1 783 210	N/A	LONG
	03/24/10 ^{nc}	04/03/12	164 000	17,522 180	12,130.980	12,130 980	5,391 200	N/A	LONG
	03/09/09 ^{nc}	02/14/12	10 000	1,060.570	589 300	589 300	471 270	N/A	LONG
	03/09/09 ^{nc}	05/18/12	5 000	497.830	294 650	294 650	203 180	N/A	LONG
	03/09/09 ^{nc}	11/20/12	4 000	414 150	235 720	235 720	178 430	N/A	LONG
	09/11/09 ^{nc}	11/20/12	19 000	1,967.220	1,355 430	1,355 430	611 790	N/A	LONG
DANOY - DANONE SPONSORED ADR	Detail	Detail	458 000	5,339 670	5,667 820	5,667 820	(328 150)	N/A	Detail
	07/12/10 ^{nc}	03/08/12	21 000	292 310	244 860	244 860	47 450	N/A	LONG
	07/12/10 ^{nc}	07/26/12	16 000	184 800	186 560	186 560	(1 760)	N/A	LONG
	08/03/10 ^{nc}	07/26/12	177 000	2,044 350	2,080 330	2,080.330	(35 980)	N/A	LONG
	10/25/10 ^{nc}	07/26/12	244 000	2,818 210	3,156 070	3,156 070	(337 860)	N/A	LONG
DEO - DIAGEO PLC	Detail	Detail	132 000	14,677 630	8,991 390	8,991.390	5 686 240	N/A	Detail
	09/25/07 ^{nc}	02/14/12	40 000	3,772.720	3,461 120	3,461 120	311 600	N/A	LONG
	07/18/08 ^{nc}	03/08/12	7 000	673 380	513.680	513 680	159 700	N/A	LONG
	07/18/08 ^{nc}	11/27/12	19 000	2,287 040	1,394 250	1,394 250	892 790	N/A	LONG
	07/21/08 ^{nc}	11/27/12	5 000	601 850	362 620	362 620	239 230	N/A	LONG
	01/14/09 ^{nc}	11/27/12	61 000	7,342 640	3,259 720	3,259 720	4,082 920	N/A	LONG
DISCK - DISCOVERY COMMUNICATIONS	Detail	Detail	119 000	6,473 420	3,953 510	3,953 510	2,519 910	N/A	Detail
	08/05/11	03/08/12	15 000	658 350	498 350	498.350	160 000	N/A	SHORT
	08/05/11	10/10/12	104 000	5,815 070	3,455 160	3,455 160	2,359 910	N/A	LONG
DIS - DISNEY WALT COMPANY	Detail	Detail	545 000	26,503 490	14,039 810	14,039 810	12 463 680	N/A	Detail

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	04/22/09 ^{nc}	03/08/12	20 000	842 580	390 310	390 310	452 270	N/A	LONG
	04/22/09 ^{nc}	11/27/12	370 000	18,084 830	7,220 640	7,220 640	10,864 190	N/A	LONG
	02/14/12	11/27/12	155 000	7,576 080	6,428 860	6,428 860	1,147 220	N/A	SHORT
DITFY - DAITO TRUST CONSTRUCTION	Detail	Detail	97 000	2,230 680	1,486 220	1,486 220	744 460	N/A	Detail
	06/25/10 ^{nc}	02/02/12	9 000	209 540	125 130	125 130	84 410	N/A	LONG
	09/07/10 ^{nc}	02/02/12	66 000	1,536 680	1,020 820	1,020 820	515 860	N/A	LONG
	09/07/10 ^{nc}	03/08/12	13 000	291 060	201 070	201 070	89 990	N/A	LONG
	09/07/10 ^{nc}	05/18/12	9 000	193 400	139 200	139 200	54 200	N/A	LONG
DOW - DOW CHEMICAL COMPANY	Detail	Detail	159 000	5,270 530	6,319 740	6,319 740	(1,049 210)	N/A	Detail
	09/27/06 ^{nc}	01/27/12	50 000	1,660 480	1,947 500	1,947 500	(287 020)	N/A	LONG
	12/20/06 ^{nc}	01/27/12	79 000	2,623 580	3,169 480	3,169 480	(545 900)	N/A	LONG
	12/20/06 ^{nc}	02/14/12	25 000	838 230	1,003 000	1,003 000	(164 770)	N/A	LONG
	12/20/06 ^{nc}	05/18/12	1 000	29 640	40 120	40 120	(10 480)	N/A	LONG
	01/05/07 ^{nc}	05/18/12	4 000	118 600	159 640	159 640	(41 040)	N/A	LONG
DUK - DUKE ENERGY CORP	Detail	Detail	16 228	1,099 410	829 780	829 780	269 630	N/A	Detail
	09/28/06 ^{nc}	07/03/12	0 034	2 360	1 740	1 740	0 620	N/A	LONG
	12/20/06 ^{nc}	07/03/12	0 048	3 310	2 700	2 700	0 610	N/A	LONG
	01/05/07 ^{nc}	07/03/12	0 037	2 580	2 070	2 070	0 510	N/A	LONG
	06/23/08 ^{nc}	07/03/12	0 064	4 420	3 130	3 130	1 290	N/A	LONG
	10/20/08 ^{nc}	07/03/12	0 046	3 160	1 970	1 970	1 190	N/A	LONG
	09/28/06 ^{nc}	08/01/12	16 000	1,083 580	818 170	818 170	265 410	N/A	LONG
ECL - ECOLAB INC	Detail	Detail	175 000	11,169 050	6,358 810	6,358 810	4,810 240	N/A	Detail
	01/08/09 ^{nc}	02/08/12	105 000	6,482 910	3,571 350	3,571 350	2,911 560	N/A	LONG
	01/08/09 ^{nc}	03/08/12	10 000	593 880	340 130	340 130	253 750	N/A	LONG
	01/08/09 ^{nc}	07/02/12	15 000	1,023 060	510 190	510 190	512 870	N/A	LONG
	03/05/10 ^{nc}	07/02/12	45 000	3,069 200	1,937 140	1,937 140	1,132 060	N/A	LONG
ED - CONSOLIDATED EDISON INC	06/23/08 ^{nc}	01/06/12	97 000	5,791 930	3,873 980	3,873 980	1 917 950	N/A	LONG
EL PASO CORPORATION	Detail	01/25/12	341 000	9,166 890	6,431 080	6,431 080	2,735 810	N/A	Detail
	09/12/11	01/25/12	301 000	8,091 590	5,441 240	5,441 240	2,650 350	N/A	SHORT
	10/20/11	01/25/12	40 000	1,075 300	989 840	989 840	85 460	N/A	SHORT
ENH - ENDURANCE SPECIALTY HLDG	09/28/06 ^{nc}	08/01/12	8 000	295 510	279 040	279 040	16 470	N/A	LONG
ENR - ENERGIZER HOLDINGS	Detail	Detail	24 000	1,904 800	1,782 460	1,782 460	122 340	N/A	Detail
	06/11/12	11/20/12	4 000	307 470	297 080	297 080	10 390	N/A	SHORT
	06/11/12	12/06/12	20 000	1,597 330	1,485 380	1,485 380	111 950	N/A	SHORT
ENSCO PLC SPON ADR	Detail	Detail	35 000	1,911 140	1,389 460	1,389 460	521 680	N/A	Detail
	08/08/11	03/08/12	10 000	563 080	425 960	425 960	137 120	N/A	SHORT
	06/29/10 ^{nc}	02/14/12	20 000	1,108 970	770 800	770 800	338 170	N/A	LONG
	06/29/10 ^{nc}	05/18/12	5 000	239 090	192 700	192 700	46 390	N/A	LONG
	Detail	Detail	64 000	7,462 920	5,707 790	5,707 790	1,755 130	N/A	Detail

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EOG - EOG RESOURCES INC									
	09/21/10 ^{nc}	02/09/12	28 000	3,144 320	2,493 920	2,493 920	650 400	N/A	LONG
	09/21/10 ^{nc}	03/08/12	5 000	570 330	445 350	445 350	124 980	N/A	LONG
	09/21/10 ^{nc}	12/27/12	28 000	3,385 530	2,493 900	2,493 900	891 630	N/A	LONG
	12/14/10 ^{nc}	12/27/12	3 000	362 740	274 620	274 620	88 120	N/A	LONG
ESV - ENSCO PLC CL A	Detail	Detail	93 000	5,196 390	3,864 050	3,864 050	1,332 340	N/A	Detail
	08/08/11	08/16/12	69 000	3,868 890	2,939 090	2,939 090	929 800	N/A	LONG
	06/29/10 ^{nc}	11/20/12	24 000	1,327 500	924 960	924 960	402 540	N/A	LONG
ETN - EATON CORP PLC			0 185	9 490	9 590	9 590	(0 100)	N/A	SHORT
ETR - ENTERGY CORP NEW	09/15/08 ^{nc}	08/01/12	4 000	289 410	394 020	394 020	(104 610)	N/A	LONG
EXC - EXELON CORPORATION	Detail		0 980	38 580	39 770	39 770	(1 190)	N/A	Detail
	10/07/11	03/16/12	0 750	29 540	30 100	30 100	(0 560)	N/A	SHORT
	11/21/11	03/16/12	0 230	9 040	9 670	9 670	(0 630)	N/A	SHORT
FAF - FIRST AMERICAN FINL CORP			295 000	5,381 590	4,743 840	4,743 840	637 750	N/A	LONG
FANUY - FANUC CORP UNSPON ADR	Detail	Detail	206 000	5,888 800	3,404 120	3,404 120	2,484 680	N/A	Detail
	06/03/09 ^{nc}	02/14/12	8 000	229 830	110 270	110 270	119 560	N/A	LONG
	06/03/09 ^{nc}	03/08/12	9 000	271 340	124 050	124 050	147 290	N/A	LONG
	06/03/09 ^{nc}	04/09/12	51 000	1,459 160	702 910	702 910	756 250	N/A	LONG
	06/03/10 ^{nc}	04/09/12	70 000	2,002 790	1,227 440	1,227 440	775 350	N/A	LONG
	06/03/10 ^{nc}	04/27/12	53 000	1,500 890	929 330	929 330	571 560	N/A	LONG
	09/21/10 ^{nc}	04/27/12	15 000	424 790	310 120	310 120	114 670	N/A	LONG
FCX - FRPRT-MCMRN CPPR & GLD B			10 000	434 090	392 390	392 390	41 700	N/A	SHORT
FLIR - FLIR SYSTEMS INC	Detail	Detail	1,900 000	35,649 950	46,320 670	46,320 670	(10,670 720)	N/A	Detail
	12/15/11	07/12/12	251 000	4,661 790	6,279 820	6,279 820	(1,618 030)	N/A	SHORT
	12/15/11	07/13/12	519 000	9,716 700	12,984 960	12,984 960	(3,268 260)	N/A	SHORT
	04/10/12	07/13/12	160 000	2,995 520	3,771 970	3,771 970	(776 450)	N/A	SHORT
	05/17/12	07/13/12	140 000	2,621 080	2,912 100	2,912 100	(291 020)	N/A	SHORT
	10/07/10 ^{nc}	03/08/12	20 000	518 390	495 070	495 070	23 320	N/A	LONG
	10/07/10 ^{nc}	07/12/12	190 000	3,528 850	4,703 140	4,703 140	(1,174 290)	N/A	LONG
	10/07/10 ^{nc}	07/13/12	180 000	3,369 950	4,455 600	4,455 600	(1,085 650)	N/A	LONG
	10/21/10 ^{nc}	07/13/12	115 000	2,153 020	3,074 850	3,074 850	(921 830)	N/A	LONG
	08/02/11	07/13/12	55 000	1,029 710	1,436 920	1,436 920	(407 210)	N/A	SHORT
	11/25/11	07/13/12	100 000	1,872 200	2,434 320	2,434 320	(562 120)	N/A	SHORT
	04/10/12	07/13/12	85 000	1,591 370	2,003 860	2,003 860	(412 490)	N/A	SHORT
	05/17/12	07/13/12	85 000	1,591 370	1,768 060	1,768 060	(176 690)	N/A	SHORT
GBCI - GLACIER BANCORP INC			40 000	573 580	578 890	578 890	(5 310)	N/A	SHORT
GEAGY - GEA GROUP AG - SPON ADR			69 000	1,923 070	2,137 940	2,137 940	(214 870)	N/A	SHORT
			145 000	2,772 150	2,645 520	2,645 520	126 630	N/A	

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GE - GENERAL ELECTRIC COMPANY	Detail	Detail							Detail
	06/24/08 <small>nc</small>	02/08/12	50 000	961 150	1,382 400	1,382 400	(421 250)	N/A	LONG
	11/21/08 <small>nc</small>	02/08/12	40 000	768 930	531 840	531 840	237 090	N/A	LONG
	11/21/08 <small>nc</small>	02/14/12	45 000	852 280	598 320	598 320	253 960	N/A	LONG
	11/21/08 <small>nc</small>	05/18/12	10 000	189 790	132 960	132 960	56 830	N/A	LONG
GOOG - GOOGLE INC CL A	Detail	Detail	26 000	18,566 370	11,900 050	11,900 050	6 666 320	N/A	Detail
	12/02/08 <small>nc</small>	03/08/12	2 000	1,216 570	538 990	538 990	677 580	N/A	LONG
	12/02/08 <small>nc</small>	09/28/12	6 000	4,534 320	1,616 970	1,616 970	2,917 350	N/A	LONG
	02/03/10 <small>nc</small>	09/28/12	6 000	4,534 320	3,242 000	3,242 000	1,292 320	N/A	LONG
	02/03/10 <small>nc</small>	12/04/12	8 000	5,520 770	4,322 650	4,322 650	1,198 120	N/A	LONG
	04/23/10 <small>nc</small>	12/04/12	4 000	2,760 390	2,179 440	2,179 440	580 950	N/A	LONG
GPC - GENUINE PARTS CO COM	Detail	Detail	12 000	760 530	529 820	529 820	230 710	N/A	Detail
	09/28/06 <small>nc</small>	08/01/12	10 000	633 770	434 700	434 700	199 070	N/A	LONG
	12/20/06 <small>nc</small>	08/01/12	2 000	126 760	95 120	95 120	31 640	N/A	LONG
GS - GOLDMAN SACHS GROUP INC	Detail	Detail	9 000	1,032 910	665 280	665 280	367 630	N/A	Detail
	12/16/08 <small>nc</small>	02/14/12	5 000	560 880	369 600	369 600	191 280	N/A	LONG
	12/16/08 <small>nc</small>	11/20/12	4 000	472 030	295 680	295 680	176 350	N/A	LONG
GSK - GLAXOSMITHKLINE PLC-ADR	Detail	Detail	340 000	14,947 850	14,340 910	14,340 910	606 940	N/A	Detail
	12/20/06 <small>nc</small>	02/14/12	9 000	407 150	469 890	469 890	(62 740)	N/A	LONG
	12/20/06 <small>nc</small>	03/08/12	7 000	313 380	365 470	365 470	(52 090)	N/A	LONG
	12/20/06 <small>nc</small>	05/18/12	8,000	353 910	417 680	417 680	(63 770)	N/A	LONG
	12/20/06 <small>nc</small>	06/01/12	24 000	1,048 320	1,253 040	1,253 040	(204 720)	N/A	LONG
	01/05/07 <small>nc</small>	06/01/12	9,000	393 130	483 750	483 750	(90 620)	N/A	LONG
	01/05/07 <small>nc</small>	07/12/12	11,000	487 500	591 230	591 230	(103 730)	N/A	LONG
	06/23/08 <small>nc</small>	07/12/12	85,000	3,767,060	3,726 400	3,726 400	40 660	N/A	LONG
	12/24/08 <small>nc</small>	07/12/12	33 000	1,462,510	1,182 520	1,182,520	279 990	N/A	LONG
	12/24/08 <small>nc</small>	11/02/12	50 000	2,180 150	1,791 690	1,791 690	388 460	N/A	LONG
	02/02/10 <small>nc</small>	11/02/12	104 000	4,534 740	4,059 240	4,059 240	475 500	N/A	LONG
GXP - GREAT PLAINS ENERGY INC	Detail	Detail	407,000	8,771 920	10,283 800	10,283,800	(1,511 880)	N/A	Detail
	09/28/06 <small>nc</small>	03/12/12	59 000	1,177 430	1,847 880	1,847 880	(670 450)	N/A	LONG
	12/20/06 <small>nc</small>	03/12/12	58 000	1,157 490	1,841 500	1,841,500	(684 010)	N/A	LONG
	12/20/06 <small>nc</small>	08/01/12	7 000	155 780	222 250	222 250	(66 470)	N/A	LONG
	01/05/07 <small>nc</small>	08/01/12	23 000	511 850	727 260	727 260	(215 410)	N/A	LONG
	01/05/07 <small>nc</small>	09/14/12	7 000	155 320	221 340	221 340	(66 020)	N/A	LONG
	11/29/07 <small>nc</small>	09/14/12	35 000	776 640	1,025,150	1,025 150	(248 510)	N/A	LONG
	06/23/08 <small>nc</small>	09/14/12	60 000	1,331 390	1,616 400	1,616 400	(285 010)	N/A	LONG
	10/30/09 <small>nc</small>	09/14/12	143 000	3,173 170	2,494 410	2,494 410	678 760	N/A	LONG
	12/03/10 <small>nc</small>	09/14/12	15 000	332 850	287 610	287 610	45 240	N/A	LONG
	03/17/11	08/01/12	17 000	1,213 030	1,083 580	1,083 580	129 450	N/A	LONG

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HAE - HAEMONETICS CORP MASS										
HAS - HASBRO INC	09/28/06 ^{nc}	08/01/12	3 000	107 460	67 200	67 200	40 260	N/A	LONG	
HCN - HEALTH CARE REIT INC	09/28/06 ^{nc}	08/01/12	28 000	1,736 360	1,108 520	1,108 520	627 840	N/A	LONG	
HCP - HCP INC	09/28/06 ^{nc}	08/01/12	54 000	2,533 870	1,664 820	1,664 820	869 050	N/A	LONG	
HMC - HONDA MOTOR CO LTD	Detail	Detail	309 000	10,314 160	10,863 920	10,863 920	(549 760)	N/A	Detail	
	08/19/10 ^{nc}	01/19/12	59 000	1,980 250	1,955 120	1,955 120	25 130	N/A	LONG	
	09/16/10 ^{nc}	01/19/12	59 000	1,980 260	2,053 360	2,053 360	(73 100)	N/A	LONG	
	09/16/10 ^{nc}	05/18/12	7 000	226 300	243 620	243 620	(17 320)	N/A	LONG	
	09/16/10 ^{nc}	12/12/12	8 000	266 400	278 410	278 410	(12 010)	N/A	LONG	
	11/26/10 ^{nc}	12/12/12	58 000	1,931 440	2,142 530	2,142 530	(211 090)	N/A	LONG	
	03/16/11	12/12/12	51 000	1,698 340	1,965 320	1,965 320	(266 980)	N/A	LONG	
	09/10/12	12/12/12	67 000	2,231 170	2,225 560	2,225 560	5 610	N/A	SHORT	
HNZ - HEINZ H J CO COMMON	11/16/09 ^{nc}	08/01/12	11 000	606.620	464 400	464 400	142 220	N/A	LONG	
HPQ - HEWLETT-PACKARD COMPANY	04/23/12	05/18/12	5 000	107 990	121 850	121 850	(13 860)	N/A	SHORT	
IEX - IDEX CORP	Detail	Detail	167 000	6,661 330	5,306 690	5,306 690	1,354 640	N/A	Detail	
	01/18/08 ^{nc}	02/14/12	15 000	636 430	436 620	436 620	199 810	N/A	LONG	
	01/18/08 ^{nc}	06/04/12	20 000	758 380	582 160	582 160	176 220	N/A	LONG	
	01/18/08 ^{nc}	08/10/12	85 000	3,391 310	2,474 180	2,474 180	917 130	N/A	LONG	
	06/23/08 ^{nc}	08/10/12	47 000	1,875 210	1,813 730	1,813.730	61 480	N/A	LONG	
IFPJY - INFORMA PLC UNSP ADR	01/31/11	03/08/12	28 000	381 070	387 630	387 630	(6 560)	N/A	LONG	
ING - ING GROEP N V SPON ADR	10/25/10 ^{nc}	03/08/12	36 000	324 710	410 010	410 010	(85 300)	N/A	LONG	
INTC - INTEL CORP	Detail	Detail	215 000	5,846 160	4,350 800	4,350 800	1,495 360	N/A	Detail	
	01/30/07 ^{nc}	02/14/12	45 000	1,194 770	941 310	941 310	253 460	N/A	LONG	
	01/30/07 ^{nc}	04/23/12	10 000	274 290	209 170	209 170	65 120	N/A	LONG	
	01/16/08 ^{nc}	04/23/12	150 000	4,114 410	3,000 300	3,000 300	1,114 110	N/A	LONG	
	01/16/08 ^{nc}	05/18/12	10 000	262 690	200.020	200 020	62 670	N/A	LONG	
IVZ - INVESCO PLC	Detail	Detail	192 000	4,458 400	4,123 610	4,123 610	334 790	N/A	Detail	
	01/19/11	08/01/12	72 000	1,588 620	1,800 170	1,800 170	(211 550)	N/A	LONG	
	01/29/10 ^{nc}	02/08/12	70 000	1,698 410	1,355 340	1,355 340	343 070	N/A	LONG	
	01/29/10 ^{nc}	02/14/12	40 000	957 580	774 480	774 480	183 100	N/A	LONG	
	01/29/10 ^{nc}	05/18/12	10 000	213 790	193.620	193 620	20 170	N/A	LONG	
JBAXY - JULIUS BAER GRP LTD ADR	Detail	02/29/12	523 000	4,094 230	4,326 790	4,326 790	(232 560)	N/A	Detail	
	07/01/11	02/29/12	432 000	3,381 840	3,582 660	3,582 660	(200 820)	N/A	SHORT	
	08/31/11	02/29/12	91 000	712 390	744 130	744 130	(31 740)	N/A	SHORT	
JCI - JOHNSON CONTROLS INC	Detail	Detail	18 000	560 200	570 840	570 840	(10 640)	N/A	Detail	
	12/02/11	02/14/12	10 000	331.790	317 130	317 130	14 660	N/A	SHORT	
	12/02/11	05/18/12	5 000	149 990	158 570	158 570	(8 580)	N/A	SHORT	
	12/02/11	11/20/12	3 000	78 420	95 140	95 140	(16 720)	N/A	SHORT	
	Detail	Detail	115 000	5,362 650	4,136 820	4,136 820	1,225 830	N/A	Detail	

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JEC - JACOBS ENGINEERING GROUP									
	02/20/09 ^{nc}	03/08/12	15 000	679 030	521 790	521 790	157 240	N/A	LONG
	11/23/09 ^{nc}	02/14/12	10 000	458 190	361 510	361 510	96 680	N/A	LONG
	11/23/09 ^{nc}	03/05/12	90 000	4,225 430	3,253 520	3,253 520	971 910	N/A	LONG
JNJ - JOHNSON & JOHNSON	Detail	Detail	56 000	3,632 480	3,634 520	3,634.520	(2 040)	N/A	Detail
	06/23/08 ^{nc}	02/14/12	10 000	644 980	641.580	641 580	3 400	N/A	LONG
	06/23/08 ^{nc}	03/08/12	10 000	648 980	641 580	641 580	7 400	N/A	LONG
	06/23/08 ^{nc}	06/04/12	10 000	622 580	641 580	641 580	(19 000)	N/A	LONG
	01/05/07 ^{nc}	02/08/12	10 000	652 430	671 790	671 790	(19 360)	N/A	LONG
	01/05/07 ^{nc}	02/14/12	5 000	323 140	335 890	335 890	(12 750)	N/A	LONG
	05/23/07 ^{nc}	02/14/12	5 000	323 140	319.140	319 140	4 000	N/A	LONG
	05/23/07 ^{nc}	11/20/12	6 000	417 230	382 960	382 960	34 270	N/A	LONG
JPM - JPMORGAN CHASE & CO	Detail	Detail	45 000	1,720 010	2,073 680	2,073.680	(353 670)	N/A	Detail
	03/21/11	02/14/12	25 000	941 980	1,152 040	1,152 040	(210 060)	N/A	SHORT
	03/21/11	05/18/12	5 000	168 590	230 410	230 410	(61 820)	N/A	LONG
	03/21/11	11/20/12	15 000	609 440	691 230	691 230	(81 790)	N/A	LONG
KKR - KKR & CO L P DEL	Detail	Detail	1,340 000	19,671 850	21,612 450	21,612 450	(1,940 600)	N/A	Detail
	02/07/11 ^{nc}	02/14/12	65 000	958 740	1,102 100	1,102 100	(143 360)	N/A	LONG
	02/07/11 ^{nc}	05/18/12	15 000	167 990	254 330	254 330	(86 340)	N/A	LONG
	02/07/11 ^{nc}	07/20/12	415 000	5,811 690	7,036 450	7,036 450	(1,224 760)	N/A	LONG
	02/07/11 ^{nc}	09/17/12	273 000	4,189 940	4,628 790	4,628 790	(438 850)	N/A	LONG
	02/07/11 ^{nc}	10/04/12	257 000	3,838 590	4,357 500	4,357 500	(518 910)	N/A	LONG
	11/01/11 ^{nc}	10/04/12	225 000	3,360 640	2,874 980	2,874 980	485 660	N/A	SHORT
	02/08/12 ^{nc}	10/04/12	90 000	1,344 260	1,358 300	1,358 300	(14 040)	N/A	SHORT
KMTUY - KOMATSU LTD F	01/31/12	05/18/12	14 000	332 210	395 970	395 970	(63 760)	N/A	SHORT
KMX - CARMAX INC	Detail	Detail	371.000	12,560 170	8,997 780	8,997.780	3,562 390	N/A	Detail
	02/03/12	03/08/12	20 000	672 380	601 560	601 560	70 820	N/A	SHORT
	02/03/12	10/19/12	121 000	4,030 430	3,639 390	3,639 390	391 040	N/A	SHORT
	02/03/12	11/06/12	105 000	3,641 880	3,158 150	3,158 150	483 730	N/A	SHORT
	04/30/09 ^{nc}	02/14/12	20 000	589.580	255 790	255 790	333 790	N/A	LONG
	04/30/09 ^{nc}	03/08/12	15 000	504 290	191 850	191 850	312 440	N/A	LONG
	04/30/09 ^{nc}	11/06/12	90 000	3,121 610	1,151 040	1,151 040	1,970 570	N/A	LONG
KO - COCA COLA COMPANY	Detail	Detail	160 000	12,306 710	7,256 580	7,256 580	5,050 130	N/A	Detail
	12/20/06 ^{nc}	06/04/12	10 000	736 280	487 600	487 600	248 680	N/A	LONG
	10/14/08 ^{nc}	02/08/12	5 000	343 540	225 640	225 640	117 900	N/A	LONG
	10/14/08 ^{nc}	02/14/12	5 000	341 790	225 640	225 640	116 150	N/A	LONG
	10/14/08 ^{nc}	07/17/12	140 000	10,885 100	6,317.700	6,317 700	4,567 400	N/A	LONG
KRAFT FOODS INC CL A	Detail	Detail	65 000	2,479 850	2,062 450	2,062 450	417 400	N/A	Detail
	10/01/10 ^{nc}	02/14/12	20 000	767 380	621 410	621 410	145 970	N/A	LONG
	10/01/10 ^{nc}	06/04/12	25 000	940 470	776 760	776 760	163 710	N/A	LONG

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	12/19/07 ^{nc}	02/08/12	5 000	193 120	166 070	166 070	27 050	N/A	LONG
	12/19/07 ^{nc}	02/14/12	10 000	385 390	332 140	332.140	53 250	N/A	LONG
	12/19/07 ^{nc}	05/18/12	5 000	193 490	166 070	166 070	27 420	N/A	LONG
KRFT - KRAFT FOODS GRP INC	Detail	Detail	311 667	14,054 550	10,396 700	10,396 700	3,657 850	N/A	Detail
	10/01/10 ^{nc}	10/02/12	0 281	12 810	9 200	9 200	3 610	N/A	LONG
	09/07/12	10/02/12	0 052	2 390	2 220	2.220	0 170	N/A	SHORT
	10/01/10 ^{nc}	10/31/12	196 386	8,939 170	6,423 260	6,423 260	2,515 910	N/A	LONG
	09/07/12	10/31/12	36 614	1,666 630	1,546 390	1,546 390	120 240	N/A	SHORT
	12/19/07 ^{nc}	10/02/12	0 014	0 650	0 500	0 500	0 150	N/A	LONG
	06/24/08 ^{nc}	10/02/12	0 319	14 530	9 790	9 790	4 740	N/A	LONG
	12/19/07 ^{nc}	11/16/12	3 319	145 460	116 040	116.040	29 420	N/A	LONG
	06/24/08 ^{nc}	11/16/12	74 681	3,272 910	2,289 300	2,289 300	983 610	N/A	LONG
LBTYK - LIBERTY GLOBAL INC	06/23/08 ^{nc}	02/14/12	10 000	466 590	306 920	306 920	159 670	N/A	LONG
LH - LABORATORY CORP OF AMER	Detail	Detail	23 000	1,999 400	1,656 410	1,656 410	342 990	N/A	Detail
	10/27/10 ^{nc}	03/08/12	7 000	622 560	554 000	554 000	68 560	N/A	LONG
	06/23/08 ^{nc}	02/14/12	7 000	624 100	490 700	490 700	133 400	N/A	LONG
	06/23/08 ^{nc}	06/04/12	7 000	585 460	490 700	490 700	94 760	N/A	LONG
	06/09/09 ^{nc}	06/04/12	2 000	167 280	121 010	121 010	46 270	N/A	LONG
LOW - LOWES COMPANIES INC	Detail	Detail	935 000	28,185 780	24,956 760	24,956 760	3,229 020	N/A	Detail
	02/23/12	08/02/12	309 000	7,678 480	8,378 820	8,378 820	(700 340)	N/A	SHORT
	02/23/12	10/19/12	356 000	11,662 290	9,653.250	9,653.250	2,009 040	N/A	SHORT
	05/21/12	10/19/12	270 000	8,845 010	6,924 690	6,924 690	1,920 320	N/A	SHORT
LUK - LEUCADIA NATL CORP	11/25/08 ^{nc}	02/14/12	15 000	428 090	230 350	230 350	197 740	N/A	LONG
LVMUY - LVMH MOET HENNESSY	Detail	Detail	81 000	2,561 400	1,388 670	1,388 670	1,172 730	N/A	Detail
	04/27/09 ^{nc}	01/30/12	13 000	413 580	193 490	193 490	220 090	N/A	LONG
	06/02/09 ^{nc}	01/30/12	57 000	1,813 430	1,001 840	1,001 840	811 590	N/A	LONG
	06/02/09 ^{nc}	05/18/12	11 000	334 390	193 340	193 340	141 050	N/A	LONG
MAS - MASCO CORP	Detail	Detail	1,240 000	15,728 310	15,373 420	15,373 420	354 890	N/A	Detail
	10/08/10 ^{nc}	01/27/12	564 000	6,895 890	6,784 640	6,784 640	111 250	N/A	LONG
	10/08/10 ^{nc}	02/10/12	355 000	4,533 120	4,270 460	4,270 460	262 660	N/A	LONG
	10/08/10 ^{nc}	02/14/12	15 000	172 640	180 450	180 450	(7 810)	N/A	LONG
	10/08/10 ^{nc}	05/18/12	5 000	59 890	60 150	60.150	(0 260)	N/A	LONG
	10/08/10 ^{nc}	07/17/12	36 000	486 390	433 050	433 050	53 340	N/A	LONG
	01/07/11	07/17/12	250 000	3,377 710	3,453 480	3,453 480	(75 770)	N/A	LONG
	02/08/12	07/17/12	15 000	202 670	191 190	191 190	11 480	N/A	SHORT
MAT - MATTEL INC	Detail	Detail	81 000	2,827 040	1,861 410	1,861.410	965 630	N/A	Detail
	09/12/07 ^{nc}	08/01/12	77.000	2,684 200	1,769.480	1,769 480	914 720	N/A	LONG
	09/12/07 ^{nc}	08/20/12	4 000	142 840	91 930	91 930	50 910	N/A	LONG
MCK - MCKESSON CORPORATION	04/07/10 ^{nc}	08/01/12	22 000	1,965 750	1,457 530	1,457.530	508 220	N/A	LONG
MDLZ - MONDELEZ INTL	Detail	11/16/12	235 000	5,964 170	4,468 510	4,468 510	1,495 660	N/A	Detail

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	12/19/07 ^{nc}	11/16/12	10 000	253 790	215 600	215 600	38 190	N/A	LONG
	06/24/08 ^{nc}	11/16/12	225 000	5,710 380	4,252 910	4,252 910	1,457 470	N/A	LONG
MDT - MEDTRONIC INC	Detail	Detail	151 000	5,947 570	4,678 740	4,678 740	1,268 830	N/A	Detail
	04/29/09 ^{nc}	01/27/12	114 000	4,455 530	3,532 290	3,532 290	923 240	N/A	LONG
	04/29/09 ^{nc}	02/14/12	20 000	797,580	619 700	619 700	177 880	N/A	LONG
	04/29/09 ^{nc}	05/18/12	5 000	185 190	154 930	154 930	30 260	N/A	LONG
	04/29/09 ^{nc}	11/20/12	12 000	509 270	371 820	371 820	137 450	N/A	LONG
MET - METLIFE INC	Detail	Detail	55 000	1,900 850	1,554 140	1,554 140	346 710	N/A	Detail
	04/17/09 ^{nc}	02/14/12	30 000	1,104 270	847 710	847 710	256 560	N/A	LONG
	04/17/09 ^{nc}	05/18/12	5 000	151 990	141 290	141 290	10 700	N/A	LONG
	04/17/09 ^{nc}	11/20/12	20 000	644 590	565 140	565 140	79 450	N/A	LONG
MITEY - MITSUBISHI ESTATE LTD F	Detail	Detail	350 000	5,921 440	5,450 180	5,450 180	471 260	N/A	Detail
	05/07/09 ^{nc}	01/30/12	152 000	2,447 620	2,180 370	2,180 370	267 250	N/A	LONG
	05/07/09 ^{nc}	02/23/12	88 000	1,543 910	1,262 310	1,262 310	281 600	N/A	LONG
	09/10/09 ^{nc}	02/23/12	110 000	1,929 910	2,007,500	2,007 500	(77 590)	N/A	LONG
MKC - MC CORMICK & CO INC	Detail	Detail	20 000	1,054 870	780 840	780 840	274 030	N/A	Detail
	03/19/10 ^{nc}	02/14/12	10 000	503 590	390 420	390 420	113 170	N/A	LONG
	03/19/10 ^{nc}	06/04/12	10 000	551 280	390 420	390 420	160 860	N/A	LONG
MKGAY - MERCK KGAA ADR	04/26/11	03/08/12	8 000	270 710	268 840	268 840	1 870	N/A	SHORT
MKL - MARKEL CORP	Detail	Detail	6 000	2,551 420	2,118 040	2,118 040	433 380	N/A	Detail
	06/23/08 ^{nc}	03/08/12	2 000	842 080	786 680	786 680	55 400	N/A	LONG
	07/17/08 ^{nc}	02/14/12	1 000	407 190	332 840	332 840	74 350	N/A	LONG
	07/17/08 ^{nc}	06/04/12	3,000	1,302 150	998 520	998 520	303 630	N/A	LONG
MMM - 3M CO	Detail	Detail	111 000	9,960 220	8,792 400	8,792 400	1 167 820	N/A	Detail
	10/23/07 ^{nc}	02/14/12	13 000	1,137 990	1,103 980	1,103 980	34 010	N/A	LONG
	10/23/07 ^{nc}	06/04/12	14 000	1,158 750	1,188 900	1,188 900	(30 150)	N/A	LONG
	09/27/06 ^{nc}	02/08/12	20 000	1,760 160	1,487 200	1,487 200	272 960	N/A	LONG
	09/27/06 ^{nc}	02/14/12	5 000	437 090	371 800	371,800	65 290	N/A	LONG
	12/20/06 ^{nc}	08/23/12	55 000	5,095 630	4,329 600	4,329 600	766 030	N/A	LONG
	01/05/07 ^{nc}	08/23/12	4 000	370 600	310 920	310,920	59 680	N/A	LONG
MRK - MERCK & CO INC NEW	Detail	Detail	122 000	5,362 960	4,480 250	4,480 250	882 710	N/A	Detail
	10/19/10 ^{nc}	02/14/12	25 000	952 730	918 090	918 090	34 640	N/A	LONG
	10/19/10 ^{nc}	05/18/12	5 000	189 240	183 620	183 620	5 620	N/A	LONG
	10/19/10 ^{nc}	10/04/12	84 000	3,873 160	3,084 750	3,084 750	788 410	N/A	LONG
	10/19/10 ^{nc}	11/20/12	8 000	347 830	293 790	293 790	54 040	N/A	LONG
MRWSY - WM MORRISON ADR	Detail	Detail	340 000	7,350 060	7,466 090	7,466 090	(116 030)	N/A	Detail
	07/01/10 ^{nc}	02/14/12	15 000	340 790	300 560	300 560	40 230	N/A	LONG
	07/01/10 ^{nc}	10/17/12	88,000	1,900 090	1,763 240	1,763 240	136 850	N/A	LONG
	09/23/10 ^{nc}	10/17/12	35 000	755 720	837 250	837 250	(81 530)	N/A	LONG
	09/23/10 ^{nc}	12/07/12	67 000	1,443 960	1,602 730	1,602 730	(158 770)	N/A	LONG

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	11/29/10 ^{nc}	12/07/12	68 000	1,465 520	1,482 660	1,482 660	(17 140)	N/A	LONG
	01/04/11	12/07/12	19 000	409 480	404 020	404 020	5 460	N/A	LONG
	05/10/12	12/07/12	48 000	1,034 500	1,075 630	1,075 630	(41 130)	N/A	SHORT
MSFT - MICROSOFT CORP	Detail <input type="checkbox"/>	Detail <input type="checkbox"/>	917 000	27,924 040	24,999 960	24,999 960	2,924 080	N/A	Detail <input type="checkbox"/>
	12/20/06 ^{nc}	02/14/12	90 000	2,707 710	2,700 900	2,700 900	6 810	N/A	LONG
	01/05/07 ^{nc}	02/14/12	160 000	4,813 710	4,740 800	4,740 800	72 910	N/A	LONG
	05/02/08 ^{nc}	02/14/12	160 000	4,813 720	4,670 420	4,670 420	143 300	N/A	LONG
	05/02/08 ^{nc}	03/08/12	40 000	1,285 170	1,167 610	1,167 610	117 560	N/A	LONG
	05/02/08 ^{nc}	06/04/12	25 000	712 980	729 760	729 760	(16 780)	N/A	LONG
	05/02/08 ^{nc}	09/28/12	125 000	3,737 510	3,648 750	3,648 750	88 760	N/A	LONG
	06/23/08 ^{nc}	09/28/12	87 000	2,601.320	2,428 040	2,428 040	173 280	N/A	LONG
	10/14/08 ^{nc}	02/08/12	25 000	759 830	617 790	617 790	142 040	N/A	LONG
	10/14/08 ^{nc}	02/14/12	35 000	1,056 270	864 900	864 900	191 370	N/A	LONG
	11/14/08 ^{nc}	02/14/12	5 000	150 900	100 920	100 920	49 980	N/A	LONG
	11/14/08 ^{nc}	04/23/12	160 000	5,137 480	3,229 150	3,229 150	1 908 330	N/A	LONG
	11/14/08 ^{nc}	05/18/12	5 000	147 440	100 920	100 920	46 520	N/A	LONG
MTB - M & T BANK CORP	Detail <input type="checkbox"/>	Detail <input type="checkbox"/>	37 000	3,079 270	2,926 020	2,926 020	153 250	N/A	Detail <input type="checkbox"/>
	01/06/12	03/08/12	11 000	886 690	872 360	872 360	14 330	N/A	SHORT
	04/25/11	03/08/12	8 000	644 860	690 160	690 160	(45 300)	N/A	SHORT
	10/14/11	08/01/12	18 000	1,547 720	1,363 500	1,363 500	184 220	N/A	SHORT
NEM - NEWMONT MINING CORP NEW	01/20/12	02/14/12	5 000	294 040	299 610	299 610	(5 570)	N/A	SHORT
NE - NOBLE CP BAAR NAMEN-AKT	Detail <input type="checkbox"/>	Detail <input type="checkbox"/>	225 000	8,415 620	N/A	N/A	N/A	N/A	Detail <input type="checkbox"/>
	09/25/06 ^{nc}	02/14/12	75 000	2,889 690	2,394 240	2,394 240	495 450	N/A	LONG
	09/25/06 ^{nc}	05/18/12	65 000	2,149 500	2,075 000	2,075 000	74 500	N/A	LONG
NEXEN INC F	08/16/11	08/01/12	99 000	2,502 960	2,048 230	2,048 230	454 730	N/A	SHORT
NI - NISOURCE INC	Detail <input type="checkbox"/>	08/01/12	32 000	812 400	751 440	751 440	60 960	N/A	Detail <input type="checkbox"/>
	09/28/06 ^{nc}	08/01/12	8 000	203 100	173 280	173 280	29 820	N/A	LONG
	12/20/06 ^{nc}	08/01/12	24.000	609 300	578 160	578 160	31 140	N/A	LONG
NSC - NORFOLK SOUTHERN CORP	Detail <input type="checkbox"/>	Detail <input type="checkbox"/>	320 000	21,405 000	21,206 820	21,206 820	198 180	N/A	Detail <input type="checkbox"/>
	03/12/12	07/17/12	145 000	10,665 770	9,609 350	9,609 350	1,056 420	N/A	SHORT
	03/12/12	10/24/12	175 000	10,739 230	11,597 470	11,597 470	(858 240)	N/A	SHORT
NSRGY - NESTLE S A REG ADR	12/20/06 ^{nc}	02/14/12	45 000	2,651 340	1,622 740	1,622 740	1,028 600	N/A	LONG
NTRS - NORTHERN TRUST CORP	Detail <input type="checkbox"/>	Detail <input type="checkbox"/>	35.000	1,479 360	1,668 610	1,668 610	(189 250)	N/A	Detail <input type="checkbox"/>
	06/01/11	02/14/12	15 000	647 380	715 120	715 120	(67 740)	N/A	SHORT
	06/01/11	06/04/12	20 000	831 980	953 490	953 490	(121 510)	N/A	LONG
NVS - NOVARTIS AG	Detail <input type="checkbox"/>	Detail <input type="checkbox"/>	19 000	1,030 020	1,123 280	1,123 280	(93 260)	N/A	Detail <input type="checkbox"/>
	01/05/07 ^{nc}	02/14/12	8 000	449 830	472 960	472 960	(23 130)	N/A	LONG
	01/05/07 ^{nc}	03/08/12	5 000	270 840	295 600	295 600	(24 760)	N/A	LONG
	01/05/07 ^{nc}	05/18/12	6 000	309 350	354 720	354 720	(45 370)	N/A	LONG

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NWL - NEWELL RUBBERMAID INC	Detail	Detail	398 000	7,366 680	6,244 110	6,244 110	1 122 570	N/A	Detail
	06/27/11	01/27/12	318 000	5,865 230	4,989 010	4,989 010	876 220	N/A	SHORT
	06/27/11	02/08/12	25 000	478 680	392 220	392 220	86 460	N/A	SHORT
	06/27/11	02/14/12	45 000	845 080	705 990	705 990	139 090	N/A	SHORT
	06/27/11	05/18/12	10 000	177 690	156 890	156 890	20 800	N/A	SHORT
NYCB - NEW YORK COMMUNITY	Detail	Detail	253 000	3,186 370	2,928 870	2,928 870	257 500	N/A	Detail
	03/24/09 ^{nc}	02/14/12	70 000	862 730	810 360	810 360	52 370	N/A	LONG
	03/24/09 ^{nc}	05/18/12	15 000	188 390	173 650	173 650	14 740	N/A	LONG
	03/24/09 ^{nc}	11/20/12	168 000	2,135 250	1,944 860	1,944 860	190 390	N/A	LONG
OCLDY - ORICA LTD - UNSPN ADR	02/24/12	11/23/12	73 000	1,751 540	2,088 600	2,088 600	(337 060)	N/A	SHORT
OMC - OMNICOM GROUP	Detail	Detail	115 000	5,509 540	3,801 860	3,801 860	1,707 680	N/A	Detail
	11/03/09 ^{nc}	06/04/12	15 000	697 030	525 400	525 400	171 630	N/A	LONG
	04/23/10 ^{nc}	08/01/12	31 000	1,539 270	1,336 590	1,336 590	202 680	N/A	LONG
	01/28/09 ^{nc}	02/08/12	35 000	1,660 370	959 580	959 580	700 790	N/A	LONG
	01/28/09 ^{nc}	02/14/12	20 000	949 780	548 330	548 330	401 450	N/A	LONG
	01/28/09 ^{nc}	05/18/12	5 000	244 240	137 080	137 080	107 160	N/A	LONG
	05/06/09 ^{nc}	11/20/12	9 000	418 850	294 880	294 880	123 970	N/A	LONG
OXY - OCCIDENTAL PETE CORP	08/05/11	03/05/12	55 000	5,654 750	4,811 690	4,811 690	843 060	N/A	SHORT
PEP - PEPSICO INCORPORATED	Detail	Detail	65 000	4,234 700	3,833 960	3,833 960	400 740	N/A	Detail
	06/04/09 ^{nc}	02/14/12	15 000	950 230	818 080	818 080	132 150	N/A	LONG
	06/04/09 ^{nc}	03/08/12	10 000	629 980	545 390	545 390	84 590	N/A	LONG
	06/04/09 ^{nc}	06/04/12	10 000	675 280	545 390	545 390	129 890	N/A	LONG
	06/24/08 ^{nc}	02/08/12	15 000	999 890	962 550	962 550	37 340	N/A	LONG
	06/24/08 ^{nc}	02/14/12	10 000	635 980	641 700	641 700	(5 720)	N/A	LONG
	06/24/08 ^{nc}	11/20/12	5 000	343 340	320 850	320 850	22 490	N/A	LONG
PFE - PFIZER INCORPORATED	Detail	Detail	106 000	2,404 260	2,794 160	2,794 160	(389 900)	N/A	Detail
	12/20/06 ^{nc}	02/14/12	50 000	1,065 970	1,318 000	1,318 000	(252 030)	N/A	LONG
	12/20/06 ^{nc}	05/18/12	10 000	224 890	263 600	263 600	(38 710)	N/A	LONG
	12/20/06 ^{nc}	11/20/12	46 000	1,113 400	1,212 560	1,212 560	(99 160)	N/A	LONG
PM - PHILIP MORRIS INTL INC	Detail	Detail	29 000	2,480 040	1,264 450	1,264 450	1,215 590	N/A	Detail
	10/08/08 ^{nc}	02/14/12	10 000	811 880	436 020	436 020	375 860	N/A	LONG
	10/08/08 ^{nc}	11/20/12	19 000	1,668 160	828 430	828 430	839 730	N/A	LONG
POFCY - PETROFAC LTD UNSP ADR	04/12/11	03/08/12	20 000	262 990	249 360	249 360	13 630	N/A	SHORT
POT - POTASH CORP OF SASK INC	07/08/10 ^{nc}	02/14/12	6 000	264 050	178 680	178 680	85 370	N/A	LONG
PRU - PRUDENTIAL FINANCIAL INC	Detail	Detail	30 000	1,722 400	1,617 700	1,617 700	104 700	N/A	Detail
	11/19/10 ^{nc}	02/08/12	5 000	302 040	269 620	269 620	32 420	N/A	LONG
	11/19/10 ^{nc}	02/14/12	20 000	1,189 370	1,078 460	1,078 460	110 910	N/A	LONG
	11/19/10 ^{nc}	05/18/12	5 000	230,990	269 620	269 620	(38 630)	N/A	LONG

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PUK - PRUDENTIAL PLC	Detail	Detail	30 000	647 740	311 570	311 570	336 170	N/A	Detail
	03/24/09 ^{nc}	02/14/12	12 000	270 470	124 630	124 630	145 840	N/A	LONG
	03/24/09 ^{nc}	05/18/12	18 000	377 270	186 940	186 940	190 330	N/A	LONG
QCOM - QUALCOMM INC	Detail	Detail	49 000	2,904 280	1,873 930	1,873 930	1,030 350	N/A	Detail
	04/26/10 ^{nc}	02/14/12	15 000	919 030	571 030	571 030	348 000	N/A	LONG
	04/26/10 ^{nc}	06/04/12	15 000	837 580	571 030	571 030	266 550	N/A	LONG
	03/03/10 ^{nc}	02/14/12	10 000	614 380	385 190	385 190	229 190	N/A	LONG
	03/03/10 ^{nc}	05/18/12	5 000	285 340	192 600	192 600	92 740	N/A	LONG
	03/03/10 ^{nc}	11/20/12	4 000	247 950	154 080	154 080	93 870	N/A	LONG
RBA - RITCHIE BROS AUCTIONEERS	01/21/10 ^{nc}	02/14/12	20 000	483 790	425 080	425 080	58 710	N/A	LONG
RCI - ROGERS COMMUNICATIONS B	03/01/10 ^{nc}	02/14/12	6 000	224 390	202 410	202 410	21 980	N/A	LONG
RDSA - ROYAL DUTCH SHL ADR CL A	Detail	Detail	11 000	758 930	691 960	691 960	66 970	N/A	Detail
	04/30/10 ^{nc}	02/14/12	4 000	291 670	251 620	251 620	40 050	N/A	LONG
	04/30/10 ^{nc}	03/08/12	3 000	217 670	188 720	188 720	28 950	N/A	LONG
	04/30/10 ^{nc}	05/18/12	4 000	249 590	251 620	251 620	(2 030)	N/A	LONG
REXAM PLC-SPONSORED ADR	Detail	Detail	20 000	645 900	591 740	591 740	54 160	N/A	Detail
	02/09/11	03/08/12	12 000	391 910	355 040	355 040	36 870	N/A	LONG
	02/09/11	05/18/12	8 000	253 990	236 700	236 700	17 290	N/A	LONG
RRC - RANGE RESOURCES CORP	Detail	Detail	156 000	9,645,660	7,092 330	7,092 330	2 553 330	N/A	Detail
	05/20/08 ^{nc}	03/26/12	31 000	1,834 760	2,325 710	2,325 710	(490,950)	N/A	LONG
	10/23/08 ^{nc}	03/26/12	27 000	1,598 030	823,810	823 810	774 220	N/A	LONG
	10/23/08 ^{nc}	05/07/12	29 000	1,838 500	884 830	884 830	953 670	N/A	LONG
	09/23/09 ^{nc}	05/07/12	19 000	1,204,530	977 140	977 140	227 390	N/A	LONG
	12/16/09 ^{nc}	05/07/12	20 000	1,267,930	981,640	981 640	286 290	N/A	LONG
	10/13/10 ^{nc}	05/07/12	30 000	1,901 910	1,099 200	1,099 200	802 710	N/A	LONG
RYAAY - RYANAIR HLDGS PLC F	Detail	Detail	65 000	2,195 120	1,901 040	1,901 040	294 080	N/A	Detail
	06/29/11	03/08/12	11 000	374 100	321 720	321 720	52 380	N/A	SHORT
	06/29/11	04/27/12	54 000	1,821 020	1,579 320	1,579 320	241 700	N/A	SHORT
SAP - SAP AG SPONSORED ADR	Detail	Detail	58 000	4,355 110	2,757 320	2,757 320	1 597 790	N/A	Detail
	09/09/09 ^{nc}	03/08/12	8 000	551,030	395 460	395 460	155 570	N/A	LONG
	09/09/09 ^{nc}	05/18/12	6 000	351,890	296 600	296 600	55 290	N/A	LONG
	09/09/09 ^{nc}	11/30/12	11 000	863,040	543 740	543 740	319 300	N/A	LONG
	03/16/10 ^{nc}	11/30/12	33 000	2,589 150	1,521 520	1,521 520	1 067 630	N/A	LONG
SAXPY - SAMPO OYJA SHS UNSP ADR	07/23/10 ^{nc}	03/08/12	18 000	249 830	212 010	212 010	37 820	N/A	LONG
SCG - SCANA CORP COM	02/10/09 ^{nc}	08/01/12	30 000	1,471 070	1,029 650	1,029 650	441 420	N/A	LONG
SDRL - SEADRILL LTD	Detail	Detail	261 000	9,686 010	8,769 160	8,769 160	916 850	N/A	Detail

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	11/05/10 ^{nc}	03/13/12	109 000	4,168 040	3,589 620	3,589 620	578 420	N/A	LONG
	11/05/10 ^{nc}	04/11/12	75 000	2,722 680	2,469 920	2,469 920	252 760	N/A	LONG
	02/09/11	04/11/12	77 000	2,795 290	2,709 620	2,709 620	85 670	N/A	LONG
SFTBY - SOFTBANK CORP ADR	07/13/12	10/15/12	152 000	2,223 500	2,893 460	2,893 460	(669 960)	N/A	SHORT
SI - SIEMENS A G - ADR	Detail	Detail	48 000	4,512 700	6,385 460	6,385 460	(1,872 760)	N/A	Detail
	02/28/11	03/08/12	3 000	296 840	404 180	404 180	(107 340)	N/A	LONG
	02/28/11	04/18/12	17 000	1,592 650	2,290 290	2,290 290	(697 640)	N/A	LONG
	05/16/11	04/18/12	28 000	2,623 210	3,690 990	3,690 990	(1,067 780)	N/A	SHORT
SLB - SCHLUMBERGER LTD	Detail	Detail	87 000	6,565 520	4,703 140	4,703 140	1,862 380	N/A	Detail
	09/25/06 ^{nc}	02/14/12	20 000	1,546 570	1,146 000	1,146 000	400 570	N/A	LONG
	09/27/06 ^{nc}	02/14/12	20 000	1,546 570	1,209 920	1,209 920	336 650	N/A	LONG
	10/01/08 ^{nc}	02/14/12	12 000	925 300	922 820	922 820	2 480	N/A	LONG
	12/19/08 ^{nc}	02/08/12	5 000	397 780	203 490	203 490	194 290	N/A	LONG
	12/19/08 ^{nc}	02/14/12	10 000	774 380	406 970	406 970	367 410	N/A	LONG
	12/19/08 ^{nc}	05/18/12	5 000	324 340	203 490	203 490	120 850	N/A	LONG
	12/19/08 ^{nc}	11/20/12	15 000	1,050 580	610 450	610 450	440 130	N/A	LONG
SMFG - SUMITOMO MITSUI FINL SA	Detail	Detail	106 000	650 890	734 220	734 220	(83 330)	N/A	Detail
	05/01/09 ^{nc}	02/14/12	35 000	233 790	242 430	242 430	(8 640)	N/A	LONG
	05/01/09 ^{nc}	05/18/12	71 000	417 100	491 790	491 790	(74 690)	N/A	LONG
SNY - SANOFI ADR	Detail	Detail	446 000	16,852 340	16,054 020	16,054 020	798 320	N/A	Detail
	12/20/06 ^{nc}	02/14/12	10,000	370 790	454 200	454 200	(83 410)	N/A	LONG
	01/05/07 ^{nc}	02/14/12	2 000	74.160	91 100	91 100	(16 940)	N/A	LONG
	01/05/07 ^{nc}	03/08/12	8 000	304 950	364 400	364 400	(59 450)	N/A	LONG
	01/05/07 ^{nc}	05/18/12	11 000	375 860	501 050	501 050	(125 190)	N/A	LONG
	08/31/07 ^{nc}	02/14/12	20 000	744.780	815 420	815 420	(70 640)	N/A	LONG
	08/31/07 ^{nc}	05/18/12	5 000	170 990	203 860	203 860	(32 870)	N/A	LONG
	08/31/07 ^{nc}	07/20/12	90 000	3,417 870	3,669 350	3,669 350	(251 480)	N/A	LONG
	06/24/08 ^{nc}	07/20/12	275 000	10,443 520	9,024 510	9,024 510	1,419 010	N/A	LONG
	02/08/12	07/20/12	25,000	949 420	930 130	930.130	19 290	N/A	SHORT
SPLS - STAPLES INC	Detail	Detail	3,320 000	46,239 900	69,018 660	69,018 660	(22,778.760)	N/A	Detail
	02/18/11	02/14/12	45 000	665 530	967 190	967 190	(301 660)	N/A	SHORT
	02/18/11	05/17/12	765 000	10,214.500	16,442 220	16,442 220	(6,227 720)	N/A	LONG
	03/11/11	05/17/12	265,000	3,538 360	5,373 910	5,373 910	(1,835 550)	N/A	LONG
	05/03/11	05/17/12	205 000	2,737 230	4,373 650	4,373 650	(1,636 420)	N/A	LONG
	02/23/11	02/14/12	30 000	443 690	627 410	627 410	(183 720)	N/A	SHORT
	02/23/11	05/17/12	775 000	10,348 020	16,207 870	16,207.870	(5,859 850)	N/A	LONG
	04/04/11	05/17/12	180,000	2,403 420	3,646 390	3,646 390	(1,242 970)	N/A	LONG
	03/10/11	01/12/12	865 000	13,027 590	17,500 330	17,500 330	(4,472 740)	N/A	SHORT
	04/25/11	01/12/12	190 000	2,861 560	3,879 690	3,879 690	(1,018 130)	N/A	SHORT
SRE - SEMPRA ENERGY	Detail	08/01/12	43 000	3,019 350	2,187 970	2,187 970	831 380	N/A	Detail
	09/28/06 ^{nc}	08/01/12	39 000	2,738 480	1,965 210	1,965 210	773 270	N/A	LONG

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	12/20/06 ^{nc}	08/01/12	4 000	280 870	222 760	222 760	58 110	N/A	LONG
STJ - ST JUDE MEDICAL INC	Detail	Detail	55 000	2,062 260	2,300 120	2,300 120	(237 860)	N/A	Detail
	01/24/08 ^{nc}	08/01/12	51 000	1,919 820	2,143 300	2,143 300	(223 480)	N/A	LONG
	09/10/12	11/20/12	4 000	142 440	156 820	156 820	(14 380)	N/A	SHORT
SUI - SUN COMMUNITIES INC	01/11/12	08/01/12	34 000	1,598 360	1,185 430	1,207 410	412 930	N/A	SHORT
SWDBY - SWEDBANK AB-ADR	Detail	Detail	173 000	2,484 140	3,224 330	3,224 330	(740 190)	N/A	Detail
	04/11/11	03/08/12	20 000	333 190	372 760	372 760	(39 570)	N/A	SHORT
	04/11/11	05/18/12	153 000	2,150,950	2,851 570	2,851 570	(700 620)	N/A	LONG
SYK - STRYKER CORP	Detail	Detail	440 000	23,096 370	25,324 650	25,324 650	(2,228 280)	N/A	Detail
	07/19/11	03/08/12	15 000	790 480	880 040	880 040	(89 560)	N/A	SHORT
	07/19/11	03/12/12	315 000	16,532 600	18,480 830	18,480 830	(1,948 230)	N/A	SHORT
	07/29/11	03/12/12	110 000	5,773 290	5,963 780	5,963 780	(190 490)	N/A	SHORT
T - AT & T INC	Detail	Detail	335 000	11,984 480	10,216 690	10,216 690	1,767 790	N/A	Detail
	12/20/06 ^{nc}	02/08/12	15 000	452 170	513 000	513 000	(60 830)	N/A	LONG
	12/20/06 ^{nc}	02/14/12	35,000	1,051 720	1,197 000	1,197 000	(145 280)	N/A	LONG
	12/20/06 ^{nc}	05/18/12	10 000	336 790	342 000	342 000	(5 210)	N/A	LONG
	12/20/06 ^{nc}	08/10/12	30 000	1,113 870	1,026 000	1,026 000	87 870	N/A	LONG
	06/24/08 ^{nc}	08/10/12	95 000	3,527 270	3,275 600	3,275 600	251 670	N/A	LONG
	02/02/10 ^{nc}	08/10/12	35 000	1,299 530	901 390	901 390	398 140	N/A	LONG
	02/02/10 ^{nc}	08/23/12	115 000	4,203 130	2,961,700	2,961 700	1,241 430	N/A	LONG
TDS - TELEPHONE & DATA SYS INC	Detail	Detail	69 000	1,662 470	2,861,430	2,861 430	(1,198 960)	N/A	Detail
	09/25/06 ^{nc}	08/01/12	26,000	626 430	1,089 400	1,089 400	(462 970)	N/A	LONG
	09/28/06 ^{nc}	08/01/12	43,000	1,036 040	1,772 030	1,772 030	(735 990)	N/A	LONG
TECH - TECHNE CORP	09/21/09 ^{nc}	02/14/12	8,000	548 620	500 500	500 500	48 120	N/A	LONG
TEVA - TEVA PHARMACEUTICAL ADR	Detail	Detail	49 000	2,005 720	2,033,430	2,033 430	(27 710)	N/A	Detail
	12/23/11	02/14/12	20 000	863 980	829 970	829 970	34 010	N/A	SHORT
	12/23/11	05/18/12	5 000	194 390	207 500	207 500	(13 110)	N/A	SHORT
	12/23/11	11/20/12	24 000	947,350	995 960	995 960	(48 610)	N/A	SHORT
TGT - TARGET CORP	Detail	Detail	427 000	25,511 430	21,807,560	21,807 560	3,703 870	N/A	Detail
	12/11/07 ^{nc}	03/08/12	25 000	1,430 220	1,328 810	1,328 810	101 410	N/A	LONG
	12/11/07 ^{nc}	06/04/12	15 000	865 930	797 290	797 290	68 640	N/A	LONG
	12/11/07 ^{nc}	06/28/12	120 000	6,874 650	6,378 240	6,378 240	496 410	N/A	LONG
	01/02/08 ^{nc}	06/28/12	30 000	1,718 670	1,489 360	1,489 360	229 310	N/A	LONG
	01/02/08 ^{nc}	08/02/12	80 000	4,958 290	3,971 610	3,971 610	986 680	N/A	LONG
	06/23/08 ^{nc}	08/02/12	89 000	5,516 100	4,448 050	4,448 050	1,068 050	N/A	LONG
	01/12/12	02/14/12	15 000	783 280	748 720	748 720	34 560	N/A	SHORT
	01/12/12	05/18/12	5 000	278 440	249 580	249 580	28 860	N/A	SHORT
	01/12/12	08/29/12	48 000	3,085 850	2,395 900	2,395 900	689 950	N/A	SHORT
TJX - TJX COS INC NEW	Detail	Detail	275 000	11,152 520	6,021 890	6,021 890	5,130 630	N/A	Detail
		02/14/12	15 000	513 590	328 470	328 470	185 120	N/A	LONG

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	12/20/10 ^{nc}								
	12/20/10 ^{nc}	03/08/12	15 000	562 930	328 470	328 470	234 460	N/A	LONG
	12/20/10 ^{nc}	04/03/12	145 000	5,732 170	3,175 170	3,175 170	2 557 000	N/A	LONG
	12/20/10 ^{nc}	06/04/12	15 000	617.980	328 470	328 470	289 510	N/A	LONG
	12/20/10 ^{nc}	07/24/12	85 000	3,725 850	1,861 310	1,861 310	1 864 540	N/A	LONG
TKPPY - TECHNIP-SA-ADR	Detail	Detail	74 000	1,678 050	1,469 190	1,469 190	208 860	N/A	Detail
	09/21/10 ^{nc}	01/19/12	34 000	770 860	642 940	642 940	127 920	N/A	LONG
	10/28/10 ^{nc}	01/19/12	29.000	657 500	599 030	599 030	58 470	N/A	LONG
	10/28/10 ^{nc}	05/18/12	11 000	249 690	227 220	227 220	22 470	N/A	LONG
TLSYY - TELSTRA CORP LTD	Detail	Detail	603 000	11,969 370	8,687 490	8,687 490	3,281 880	N/A	Detail
	11/26/10 ^{nc}	02/14/12	22 000	398 630	307 230	307 230	91 400	N/A	LONG
	11/26/10 ^{nc}	03/08/12	15 000	260 090	209 470	209 470	50 620	N/A	LONG
	11/26/10 ^{nc}	05/18/12	20 000	347 590	279 300	279 300	68 290	N/A	LONG
	11/26/10 ^{nc}	08/03/12	166 000	3,474 720	2,318 110	2,318 110	1,156 610	N/A	LONG
	11/26/10 ^{nc}	08/13/12	113 000	2,226 790	1,577 980	1,577 980	648 810	N/A	LONG
	02/17/11	08/13/12	267 000	5,261 550	3,995 400	3,995 400	1 266 150	N/A	LONG
TOT - TOTAL S A SPONS ADR	Detail	Detail	160 000	8,087 540	11,115 330	11,115 330	(3,027 790)	N/A	Detail
	09/27/06 ^{nc}	03/08/12	6 000	334 670	388 260	388 260	(53 590)	N/A	LONG
	09/27/06 ^{nc}	12/04/12	59 000	2,970 250	3,817 890	3,817.890	(847 640)	N/A	LONG
	12/20/06 ^{nc}	12/04/12	30 000	1,510 300	2,163 900	2,163 900	(653 600)	N/A	LONG
	01/05/07 ^{nc}	12/04/12	30 000	1,510 300	2,059 500	2,059.500	(549 200)	N/A	LONG
	06/23/08 ^{nc}	12/04/12	30 000	1,510 300	2,442 300	2,442 300	(932 000)	N/A	LONG
	11/28/11	12/04/12	5 000	251 720	243 480	243 480	8 240	N/A	LONG
TROW - T ROWE PRICE GROUP INC	05/28/10 ^{nc}	05/01/12	200 000	12,713 830	10,120 600	10,120 600	2,593 230	N/A	LONG
TUWOY - TULLOW OIL PLC ADR	Detail	Detail	129 000	1,425 490	1,238 870	1,238 870	186 620	N/A	Detail
	03/26/10 ^{nc}	02/14/12	36 000	427 310	345 730	345 730	81 580	N/A	LONG
	03/26/10 ^{nc}	05/17/12	93 000	998 180	893 140	893 140	105 040	N/A	LONG
UL - UNILEVER PLC SPONS ADR F	Detail	Detail	28 000	909 870	942 350	942 350	(32 480)	N/A	Detail
	07/10/07 ^{nc}	02/14/12	11 000	359 800	370 210	370 210	(10 410)	N/A	LONG
	07/10/07 ^{nc}	03/08/12	8 000	261.270	269 240	269 240	(7 970)	N/A	LONG
	07/10/07 ^{nc}	05/18/12	9 000	288 800	302 900	302 900	(14 100)	N/A	LONG
UNH - UNITEDHEALTH GROUP	Detail	Detail	465 000	25,666 580	12,130 290	12,130 290	13,536 290	N/A	Detail
	10/27/09 ^{nc}	01/06/12	120 000	6,326 030	3,130 400	3,130 400	3,195 630	N/A	LONG
	10/27/09 ^{nc}	03/08/12	15 000	835 030	391 300	391 300	443 730	N/A	LONG
	10/27/09 ^{nc}	05/25/12	330 000	18,505 520	8,608 590	8,608 590	9,896 930	N/A	LONG
UPL - ULTRA PETROLEUM CORP	Detail	10/05/12	286 000	6,269 470	11,096 890	11,096 890	(4,827 420)	N/A	Detail
	09/25/06 ^{nc}	10/05/12	13 000	284 970	570 830	570 830	(285 860)	N/A	LONG
	09/28/06 ^{nc}	10/05/12	50 000	1,096 060	2,360 000	2,360 000	(1,263 940)	N/A	LONG
	12/20/06 ^{nc}	10/05/12	25 000	548 030	1,225.500	1,225 500	(677 470)	N/A	LONG
	01/05/07 ^{nc}	10/05/12	30 000	657 630	1,391 400	1,391 400	(733 770)	N/A	LONG

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	11/29/07 ^{nc}	10/05/12	5 000	109 600	336 200	336 200	(226 600)	N/A	LONG
	03/15/10 ^{nc}	10/05/12	62 000	1,359 120	2,932 020	2,932 020	(1,572 900)	N/A	LONG
	08/01/12	10/05/12	65 000	1,424 890	1,541 220	1,541 220	(116 330)	N/A	SHORT
	08/29/12	10/05/12	36 000	789 170	739 720	739 720	49 450	N/A	SHORT
UPS - UNITED PARCEL SERVICE- B	10/04/11	03/08/12	10 000	763 580	628 350	628 350	135 230	N/A	SHORT
USB - US BANCORP NEW	Detail	Detail	980 000	33,091 160	30,070 310	30,070 310	3,020 850	N/A	Detail
	09/24/10 ^{nc}	02/14/12	35 000	1,009 380	780 240	780 240	229 140	N/A	LONG
	09/24/10 ^{nc}	03/08/12	20 000	581 780	445 850	445 850	135 930	N/A	LONG
	09/24/10 ^{nc}	06/04/12	20 000	577 380	445 850	445 850	131 530	N/A	LONG
	09/24/10 ^{nc}	07/19/12	185 000	6,254 460	4,124 070	4,124 070	2,130 390	N/A	LONG
	07/30/12	10/18/12	720 000	24,668 160	24,274 300	24,274 300	393 860	N/A	SHORT
VAL - VALSPAR CORPORATION	Detail	Detail	330 000	14,748 400	9,493 350	9,493 350	5,255 050	N/A	Detail
	08/11/11	01/04/12	125 000	4,990 430	3,595 970	3,595 970	1,394 460	N/A	SHORT
	08/11/11	02/06/12	70 000	3,053 880	2,013 740	2,013 740	1,040 140	N/A	SHORT
	08/11/11	04/12/12	135 000	6,704 090	3,883 640	3,883 640	2,820 450	N/A	SHORT
VLEEY - VALEO SPONSORED ADR	Detail	Detail	106 000	2,464 410	3,371 630	3,371 630	(907 220)	N/A	Detail
	06/03/11	03/08/12	10 000	264 590	318 080	318 080	(53 490)	N/A	SHORT
	06/03/11	10/18/12	96 000	2,199 820	3,053 550	3,053 550	(853 730)	N/A	LONG
VOD - VODAFONE GROUP SPONS ADR	Detail	Detail	215 000	5,606 720	4,994 130	4,994 130	612 590	N/A	Detail
	02/05/10 ^{nc}	05/18/12	12 000	312 590	264 160	264 160	48 430	N/A	LONG
	02/05/10 ^{nc}	12/07/12	144 000	3,725 360	3,169 850	3,169 850	555 510	N/A	LONG
	01/04/11	12/07/12	24 000	620 900	642 170	642 170	(21 270)	N/A	LONG
	06/28/11	02/14/12	30 000	817 480	786 810	786 810	30 670	N/A	SHORT
	06/28/11	05/18/12	5 000	130 390	131 140	131 140	(0 750)	N/A	SHORT
V - VISA INC CLASS A	Detail	Detail	123 000	15,916 980	8,867 650	8,867 650	7,049 330	N/A	Detail
	08/16/10 ^{nc}	02/14/12	7 000	801 200	510 910	510 910	290 290	N/A	LONG
	08/16/10 ^{nc}	06/04/12	8 000	912 450	583 900	583 900	328 550	N/A	LONG
	08/16/10 ^{nc}	06/28/12	65 000	7,902 070	4,744 140	4,744 140	3,157 930	N/A	LONG
	08/16/10 ^{nc}	11/27/12	21 000	3,077 350	1,532 710	1,532 710	1 544 640	N/A	LONG
	12/20/10 ^{nc}	11/27/12	22 000	3,223 910	1,495 990	1,495 990	1,727 920	N/A	LONG
WAB - WABTEC	08/24/09 ^{nc}	03/08/12	10 000	738 380	360 250	360 250	378 130	N/A	LONG
WFC - WELLS FARGO COMPANY	Detail	Detail	774 000	25,397 360	21,336 380	21,336 380	4,060 980	N/A	Detail
	03/13/08 ^{nc}	02/08/12	45 000	1,361 790	1,332 060	1,332 060	29 730	N/A	LONG
	05/06/08 ^{nc}	02/08/12	15 000	453 930	466 380	466 380	(12 450)	N/A	LONG
	05/06/08 ^{nc}	02/14/12	35 000	1,055 220	1,088 210	1,088 210	(32 990)	N/A	LONG
	05/06/08 ^{nc}	05/18/12	5 000	156 390	155 460	155 460	0 930	N/A	LONG
	05/06/08 ^{nc}	07/25/12	130 000	4,315 900	4,041 880	4,041 880	274 020	N/A	LONG
	06/24/08 ^{nc}	07/25/12	380 000	12,615 710	9,570 910	9,570 910	3,044 800	N/A	LONG
	12/02/09 ^{nc}	07/25/12	145 000	4,813 900	4,023 460	4,023 460	790 440	N/A	LONG
	10/18/12	11/20/12	19 000	624 520	658 020	658 020	(33 500)	N/A	SHORT

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WFT - WEATHRFORD INLT LTD REG	Detail	Detail	378 000	5,764 490	6,729 280	6,729 280	(964 790)	N/A	Detail
	04/29/10 ^{nc}	01/03/12	44 000	671 120	811 220	811 220	(140 100)	N/A	LONG
	10/28/10 ^{nc}	01/03/12	206 000	3,142 090	3,480 330	3,480 330	(338 240)	N/A	LONG
	11/05/10 ^{nc}	01/03/12	45 000	686 390	857 020	857 020	(170 630)	N/A	LONG
	11/05/10 ^{nc}	01/04/12	83 000	1,264 890	1,580 710	1,580 710	(315 820)	N/A	LONG
WMT - WAL-MART STORES INC	Detail	Detail	310 000	22,546 140	15,818 860	15,818 860	6 727 280	N/A	Detail
	05/27/10 ^{nc}	02/14/12	15 000	930 130	757 170	757 170	172 960	N/A	LONG
	05/27/10 ^{nc}	05/18/12	5 000	312 190	252 390	252 390	59 800	N/A	LONG
	05/27/10 ^{nc}	07/17/12	128 000	9,342 640	6,461 130	6,461 130	2,881 510	N/A	LONG
	05/27/10 ^{nc}	08/01/12	147 000	10,853 660	7,420 190	7,420 190	3,433 470	N/A	LONG
	02/08/12	08/01/12	15 000	1,107 520	927 980	927 980	179 540	N/A	SHORT
WOLSELEY PLC SPONS ADR	10/20/11	05/18/12	73 000	243 080	205 960	205 960	37 120	N/A	SHORT
WOSYY - WOLSELEY PLC JERSEY XXX	12/11/12	12/11/12	0 565	2 470	0 010	0 010	2 460	N/A	SHORT
WRB - BERKLEY W R CORPORATION	Detail	Detail	45 000	1,662 550	1,215 850	1,215 850	446 700	N/A	Detail
	05/05/10 ^{nc}	02/14/12	20 000	720 580	540 380	540 380	180 200	N/A	LONG
	05/05/10 ^{nc}	06/04/12	25 000	941 970	675 470	675 470	266 500	N/A	LONG
WU - WESTERN UNION CO	Detail	Detail	975 000	17,341 110	16,938 470	16,938 470	402 640	N/A	Detail
	03/31/10 ^{nc}	02/14/12	30 000	525 580	509 700	509 700	15 880	N/A	LONG
	03/31/10 ^{nc}	06/04/12	40 000	638 380	679 600	679 600	(41 220)	N/A	LONG
	03/31/10 ^{nc}	10/12/12	470 000	8,401 390	7,985 230	7,985 230	416 160	N/A	LONG
	09/17/10 ^{nc}	10/12/12	215 000	3,843 190	3,640 060	3,640 060	203 130	N/A	LONG
	01/05/11	10/12/12	220 000	3,932 570	4,123 880	4,123 880	(191 310)	N/A	LONG
XEL - XCEL ENERGY INC	09/07/07 ^{nc}	08/01/12	36 000	1,052 250	746 320	746 320	305 930	N/A	LONG
XOM - EXXON MOBIL CORP	Detail	Detail	20 000	1,677 310	1,406 230	1,406 230	271 080	N/A	Detail
	02/24/09 ^{nc}	02/14/12	15 000	1,266 720	1,054 670	1,054 670	212 050	N/A	LONG
	02/24/09 ^{nc}	05/18/12	5 000	410 590	351 560	351 560	59 030	N/A	LONG
XRAY - DENTSPLY INTL INC NEW	Detail	Detail	170 000	6,893 870	4,903 590	4,903 590	1 990 280	N/A	Detail
	05/07/09 ^{nc}	03/08/12	20 000	771 980	576 900	576 900	195 080	N/A	LONG
	05/07/09 ^{nc}	04/25/12	150 000	6,121 890	4,326 690	4,326 690	1,795 200	N/A	LONG
XSRAY - XSTRATA PLC -ADR	Detail	Detail	3,382 000	10,775 090	11,624 730	11,624 730	(849 640)	N/A	Detail
	03/10/10 ^{nc}	02/14/12	155 000	561 080	567 860	567 860	(6 780)	N/A	LONG
	03/10/10 ^{nc}	02/24/12	165 000	626 900	604 480	604 480	22 420	N/A	LONG
	06/10/10 ^{nc}	02/24/12	680 000	2,583 620	1,994 860	1,994 860	588 760	N/A	LONG
	06/10/10 ^{nc}	05/18/12	100 000	284 990	293 360	293 360	(8 370)	N/A	LONG
	06/10/10 ^{nc}	06/12/12	294 000	865 570	862 470	862 470	3 100	N/A	LONG
	08/19/10 ^{nc}	06/12/12	692 000	2,037 330	2,360 410	2,360 410	(323 080)	N/A	LONG
	01/04/11	06/12/12	324 000	953 890	1,505 660	1,505 660	(551 770)	N/A	LONG
	10/27/11	06/12/12	972 000	2,861 710	3,435 630	3,435 630	(573 920)	N/A	SHORT

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YAHOO - YAHOO JAPAN CORPOR ADR	Detail	Detail	316 000	3,262 100	3,841 820	3,841 820	(579 720)	N/A	Detail
	01/27/10 ^{nc}	02/14/12	22 000	239.350	262 510	262 510	(23 160)	N/A	LONG
	01/27/10 ^{nc}	04/13/12	133 000	1,367 430	1,586 950	1,586 950	(219 520)	N/A	LONG
	03/04/10 ^{nc}	04/13/12	161 000	1,655 320	1,992 360	1,992 360	(337 040)	N/A	LONG
ZMH - ZIMMER HOLDINGS INC	03/14/08 ^{nc}	08/01/12	8 000	475 270	613 860	613 860	(138 590)	N/A	LONG
Total Stocks				1,244,584.420	1,114,379.700	1,114,401.680	121,789.100		
Mutual Funds									
FXICX - ALLIANZ GBL FIXED INC	Detail	Detail	3,255 000	42,911 300	45,862 950	45,862 950	(2,951 650)	N/A	Detail
	11/02/10 ^{nc}	02/14/12	1,370 000	17,878 500	19,303 300	19,303 300	(1,424 800)	N/A	LONG
	11/02/10 ^{nc}	05/21/12	1,885 000	25,032 800	26,559 650	26,559 650	(1,526 850)	N/A	LONG
FXIMX - ALLIANZ GBL FIXED INC M	11/02/10 ^{nc}	07/17/12	1,915 000	21,179.900	21,007 550	21,007 550	172 350	N/A	LONG
Total Mutual Funds				64,091.200	66,870.500	66,870.500	(2,779.300)		
Fixed Income									
8CVS CAREMARK 6 6%031519	12/11/09 ^{nc}	12/11/12	70,000 000	91,364 000	77,417 900	77,417 900	13,946 100	N/A	LONG
FG A97047 4 5% 02/01/41	02/11/11 ^{nc}	04/16/12	49,000 000	42,432 260	40,066.860	49,323 480	2 365 400	N/A	LONG
FG G03432 5 5% 11/01/37	Detail	Detail	53,000 000	12,418.840	13,149 800	24,593 270	(730 960)	N/A	Detail
	11/10/10 ^{nc}	04/18/12	21,000 000	6,031.050	6,201 590	9,744 510	(170 540)	N/A	LONG
	11/10/10 ^{nc}	11/28/12	32,000 000	6,387 790	6,948.210	14,848 760	(560 420)	N/A	LONG
FG G04688 5 5% 090138	11/10/11 ^{nc}	04/18/12	23,000 000	7,134 290	7,183 840	8,538.610	(49 550)	N/A	SHORT
FG G04913 5% 030138	Detail	Detail	116,000 000	38,198 150	39,003 400	53,438 410	(805 250)	N/A	Detail
	11/10/11 ^{nc}	04/18/12	43,000 000	17,081 890	17,099 620	19,809.070	(17 730)	N/A	SHORT
	11/10/11 ^{nc}	11/15/12	73,000 000	21,116 260	21,903 780	33,629 340	(787 520)	N/A	LONG
FG G06031 5 5% 030140	02/07/11 ^{nc}	11/28/12	91,000 000	35,370 620	37,138.480	76,911 900	(1,767 860)	N/A	LONG
FHLMC 0 625% 122914	Detail	08/03/12	26,000 000	26,174 460	26,062 660	26,062 660	111 800	N/A	Detail
	02/16/12 ^{nc}	08/03/12	13,000 000	13,087 230	13,028.600	13,028 600	58 630	N/A	SHORT
	02/22/12 ^{nc}	08/03/12	13,000 000	13,087 230	13,034 060	13,034.060	53 170	N/A	SHORT
FHLMC 4 875% 11/15/13	12/09/09 ^{nc}	06/27/12	75,000 000	79,677 230	83,472 000	83,472 000	(3,794 770)	N/A	LONG
FHLMC 5 125% 7/15/12	12/09/09 ^{nc}	06/13/12	100,000 000	100,427 600	110,016.600	110,016 600	(9,589 000)	N/A	LONG
FN 190346 5 5% 120133	02/08/12 ^{nc}	04/16/12	59,000 000	10,188 250	10,218 650	10,866 760	(30 400)	N/A	SHORT
FN 687984 5 5% 030133	07/11/11 ^{nc}	04/16/12	27,000 000	2,576 650	2,614 110	3,223 020	(37 460)	N/A	SHORT
FN 735224 5 5% 02/01/35	01/13/11 ^{nc}	04/05/12	3,000 000	705 090	713 370	999 060	(8 280)	N/A	LONG
FN 735579 5% 060135	01/13/11 ^{nc}	04/05/12	2,000 000	606 520	606 740	877 700	(0 220)	N/A	LONG
FN 735893 5% 100135	07/10/12 ^{nc}	11/26/12	92,000 000	24,573 090	25,184 470	29,668 380	(611 380)	N/A	SHORT
FN 745275 5% 02/01/36	Detail	11/26/12	145,000 000	37,424 590	39,291 890	77,068 350	(1,867 300)	N/A	Detail
	11/10/10 ^{nc}	11/26/12	60,000 000	15,486 030	16,338 570	32,045 530	(852 540)	N/A	LONG

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	11/29/10 ^{nc}	11/26/12	75,000 000	19,357 550	20,311 830	39,945 530	(954 280)	N/A	LONG
	12/08/10 ^{nc}	11/26/12	10,000 000	2,581 010	2,641 490	5,077 290	(60 480)	N/A	LONG
FN 745343 5 5% 030136	10/07/11 ^{nc}	04/16/12	6,000 000	1,742 040	1,751 860	2,053 400	(9 820)	N/A	SHORT
FN 745418 5 5% 04/01/36	09/09/11 ^{nc}	04/05/12	14,000 000	4,273 030	4,350 930	5,164 970	(77 900)	N/A	SHORT
FN 824421 5% 05/01/35	01/26/11 ^{nc}	04/16/12	1,000 000	365 240	361 240	493 540	4 000	N/A	LONG
FN 888343 5% 110135	09/07/12 ^{nc}	11/26/12	15,000 000	4,517 150	4,605 290	4,986 410	(88 140)	N/A	SHORT
FN 888893 5 5% 080137	Detail	Detail	2,000 000	709 500	716 650	996 580	(7 150)	N/A	Detail
	01/26/11 ^{nc}	02/14/12	1,000 000	365 940	369 530	498 290	(3 590)	N/A	LONG
	01/26/11 ^{nc}	04/16/12	1,000 000	343 560	347 120	498.290	(3 560)	N/A	LONG
FN 889697 6% 07/01/38	11/29/10 ^{nc}	02/14/12	183,000 000	58,150 520	60,874 870	96,122 090	(2,724 350)	N/A	LONG
FN 889982 5 5% 11/01/38	Detail	11/28/12	94,000 000	21,718 150	23,642 260	50,853 920	(1,924 110)	N/A	Detail
	11/29/10 ^{nc}	11/28/12	77,000 000	17,790 390	19,456 560	42,017 960	(1,666 170)	N/A	LONG
	12/08/10 ^{nc}	11/28/12	17,000 000	3,927 760	4,185 700	8,835 960	(257 940)	N/A	LONG
FN 903812 5 5% 120136	05/10/11 ^{nc}	04/16/12	11,000 000	2,841 990	2,900 900	4,097 540	(58 910)	N/A	SHORT
FN 972295 5 5% 020138	06/09/11 ^{nc}	04/16/12	7,000 000	1,389 080	1,432 930	2,077 530	(43 850)	N/A	SHORT
FN AE0115 5 5% 120135	04/19/11 ^{nc}	11/28/12	49,000 000	24,828 790	25,576 050	41,062 030	(747 260)	N/A	LONG
FN AE0984 4 5% 020141	03/02/11 ^{nc}	04/05/12	41,000 000	36,863 860	35,280 040	41,659 210	1,583 820	N/A	LONG
FN AI0620 4 5% 050141	01/18/12 ^{nc}	04/16/12	7,000 000	5,948 280	5,978 130	6,550 310	(29 850)	N/A	SHORT
FN AI1969 4.5% 050141	05/10/11 ^{nc}	02/14/12	3,000 000	3,051 520	2,946 530	3,105 550	104 990	N/A	SHORT
FN AJ8203 4 5% 010142	02/08/12 ^{nc}	04/16/12	13,000 000	13,979 070	13,865 110	13,914 380	113 960	N/A	SHORT
FNMA 0 75% 12/18/13	Detail	Detail	53,000 000	53,352 100	52,709 090	52,388 910	643 010	N/A	Detail
	01/11/11 ^{nc}	02/14/12	2,000 000	2,014 480	1,985 440	1,976 940	29 040	N/A	LONG
	01/11/11 ^{nc}	08/03/12	51,000 000	51,337 620	50,723.650	50,411.970	613 970	N/A	LONG
GENERAL 4 875% 03/04/15	12/11/09 ^{nc}	11/28/12	70,000 000	76,010 200	73,373 580	73,373.580	2,636 620	N/A	LONG
HEWLETT 4 65% 12/09/21	03/28/12 ^{nc}	10/24/12	70,000 000	70,405 300	73,620.400	73,620.400	(3,215 100)	N/A	SHORT
INTEL CORP 3 3% 100121	09/16/11 ^{nc}	03/28/12	70,000 000	72,475 200	70,212 800	70,212 800	2,262 400	N/A	SHORT
JPMORGAN 4 95% 03/25/20	11/02/10 ^{nc}	09/12/12	70,000 000	79,377 200	74,382 000	74,382 000	4 995 200	N/A	LONG
US INFL 2 5% 01/15/29	Detail	Detail	72,000 000	102,792 030	93,248 150	92,309 880	9,543 880	N/A	Detail
	11/02/10 ^{nc}	01/26/12	10,000 000	14,210 500	13,004 810	12,633 210	1,205 690	N/A	LONG
	11/12/10 ^{nc}	01/26/12	10,000 000	14,210.510	12,530 190	12,162.690	1,680 320	N/A	LONG
	01/05/11 ^{nc}	01/26/12	2,000 000	2,842 110	2,363 190	2,293 030	478 920	N/A	LONG
	07/12/11 ^{nc}	01/27/12	3,000 000	4,275 630	3,779 420	3,766 490	496 210	N/A	SHORT
	08/02/11 ^{nc}	01/27/12	6,000 000	8,551 260	8,016 580	8,008 360	534 680	N/A	SHORT
	01/05/11 ^{nc}	01/31/12	3,000 000	4,328 730	3,544 330	3,439 540	784 400	N/A	LONG
	07/12/11 ^{nc}	01/31/12	9,000 000	12,986 200	11,337 750	11,299 500	1,648 450	N/A	SHORT

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	08/02/11 ^{nc}	02/28/12	12,000,000	17,228,960	16,002,320	16,016,720	1,226,640	N/A	SHORT
	08/02/11 ^{nc}	02/29/12	10,000,000	14,249,110	13,334,460	13,347,260	914,650	N/A	SHORT
	08/02/11 ^{nc}	03/01/12	7,000,000	9,909,020	9,335,100	9,343,080	573,920	N/A	SHORT
UST 3.00% 7/15/12	Detail	Detail	57,000,000	72,912,870	73,534,610	73,491,910	(621,740)	N/A	Detail
	11/02/10 ^{nc}	02/14/12	1,000,000	1,289,430	1,333,140	1,290,440	(43,710)	N/A	LONG
	11/02/10 ^{nc}	07/16/12	26,000,000	33,253,740	33,551,230	33,551,230	(297,490)	N/A	LONG
	11/12/10 ^{nc}	07/16/12	29,000,000	37,090,710	37,361,870	37,361,870	(271,160)	N/A	LONG
	11/12/10 ^{nc}	07/16/12	1,000,000	1,278,990	1,288,370	1,288,370	(9,380)	N/A	LONG
UST 4.875% 02/15/12	Detail	02/15/12	200,000,000	200,000,000	213,269,900	213,269,900	(13,269,900)	N/A	Detail
	12/09/09 ^{nc}	02/15/12	100,000,000	100,000,000	108,769,900	108,769,900	(8,769,900)	N/A	LONG
	02/16/11 ^{nc}	02/15/12	100,000,000	100,000,000	104,500,000	104,500,000	(4,500,000)	N/A	SHORT
UST INDEX 1.625% 01/15/15	12/09/09 ^{nc}	08/28/12	115,000,000	148,161,590	144,524,000	136,410,090	3,637,590	N/A	LONG
UST NOTE 4.75% 5/15/14	02/28/12 ^{nc}	05/18/12	8,000,000	8,702,190	8,781,880	8,781,880	(79,690)	N/A	SHORT
UST NT INX 3.625% 4/15/28	Detail	02/14/12	19,000,000	40,396,870	36,175,130	35,278,700	4,221,740	N/A	Detail
	11/02/10 ^{nc}	02/14/12	9,000,000	19,135,350	17,432,100	17,004,870	1,703,250	N/A	LONG
	11/12/10 ^{nc}	02/14/12	10,000,000	21,261,520	18,743,030	18,273,830	2,518,490	N/A	LONG
UST NTS 2% 021522	Detail	09/14/12	42,000,000	42,846,560	42,180,000	42,180,000	666,560	N/A	Detail
	02/28/12 ^{nc}	09/14/12	20,000,000	20,403,120	20,189,060	20,189,060	214,060	N/A	SHORT
	02/29/12 ^{nc}	09/14/12	18,000,000	18,362,810	18,005,630	18,005,630	357,180	N/A	SHORT
	03/01/12 ^{nc}	09/14/12	4,000,000	4,080,630	3,985,310	3,985,310	95,320	N/A	SHORT
UST NTS 2% 111521	Detail	12/07/12	109,000,000	114,194,530	109,537,890	109,537,890	4,656,640	N/A	Detail
	01/26/12 ^{nc}	12/07/12	37,000,000	38,763,280	37,144,530	37,144,530	1,618,750	N/A	SHORT
	01/27/12 ^{nc}	12/07/12	11,000,000	11,524,210	11,073,910	11,073,910	450,300	N/A	SHORT
	01/31/12 ^{nc}	12/07/12	5,000,000	5,238,280	5,083,200	5,083,200	155,080	N/A	SHORT
	02/16/12 ^{nc}	12/07/12	56,000,000	58,668,760	56,236,250	56,236,250	2,432,510	N/A	SHORT
UST NTS 1.5% 073116	Detail	Detail	42,000,000	43,316,720	42,869,530	42,869,530	447,190	N/A	Detail
	08/08/11 ^{nc}	02/14/12	2,000,000	2,069,840	2,041,410	2,041,410	28,430	N/A	SHORT
	08/08/11 ^{nc}	03/01/12	40,000,000	41,246,880	40,828,120	40,828,120	418,760	N/A	SHORT
UST NTS 2.125% 081521	09/13/11 ^{nc}	09/17/12	61,000,000	63,485,270	61,762,500	61,762,500	1,722,770	N/A	LONG
UST NTS 0.875% 022912	Detail	Detail	102,000,000	102,001,290	102,727,690	102,727,690	(726,400)	N/A	Detail
	11/02/10 ^{nc}	02/14/12	3,000,000	3,001,290	3,023,680	3,023,680	(22,390)	N/A	LONG
	11/02/10 ^{nc}	02/29/12	44,000,000	44,000,000	44,347,180	44,347,180	(347,180)	N/A	LONG
	11/12/10 ^{nc}	02/29/12	55,000,000	55,000,000	55,356,830	55,356,830	(356,830)	N/A	LONG
UST NTS 1.375% 03/15/13	Detail	03/01/12	20,000,000	20,241,410	20,407,070	20,407,070	(165,660)	N/A	Detail
	11/02/10 ^{nc}	03/01/12	10,000,000	10,120,700	10,227,770	10,227,770	(107,070)	N/A	LONG
	11/12/10 ^{nc}	03/01/12	10,000,000	10,120,710	10,179,300	10,179,300	(58,590)	N/A	LONG
UST NTS 3.375% 0731/13	02/28/12 ^{nc}	05/18/12	22,000,000	22,818,980	22,980,120	22,980,120	(161,140)	N/A	SHORT
Total Fixed Income				2,023,140.170	2,012,719.900	2,211,600.410	10,420.270		
Other									

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				<u>Sale</u> <u>Proceeds</u>	<u>Adjusted</u> <u>Cost</u> <u>Basis</u>	<u>Original</u> <u>Cost</u> <u>Basis</u>	<u>Realized</u> <u>Gain or</u> <u>Loss</u>		
SANOIRTS	Detail	Detail	1,697,000	2,654,430	3,513,660	3,513,660	(859,230)	N/A	Detail
	04/28/11 ^{nc}	08/01/12	213,000	310,700	501,400	501,400	(190,700)	N/A	LONG
	06/06/11 ^{nc}	08/01/12	710,000	1,035,700	1,739,500	1,739,500	(703,800)	N/A	LONG
	06/06/11 ^{nc}	09/21/12	175,000	295,740	428,750	428,750	(133,010)	N/A	LONG
	06/06/11 ^{nc}	09/24/12	169,000	285,600	414,050	414,050	(128,450)	N/A	LONG
	10/20/11 ^{nc}	09/24/12	430,000	726,690	429,960	429,960	296,730	N/A	SHORT
Total Other				2,654,430	3,513,660	3,513,660	(859,230)		
Totals				3,331,093,790	3,201,953,000	3,400,855,490	129,140,790		

Total Short-Term Gain/(Loss)	936,190
Total Long-Term Gain/(Loss)	128,204,600

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 WF #4504 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b WF #4594 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c WF #8131 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
d WF #8362 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
e WF #8364 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
f WF #9129 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
g WF #2999 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
h WF #2999 WHMT - RETURN OF PRINCIPAL	P	VARIOUS	VARIOUS
i WF #3182 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
j WF #4504 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
k WF #8131 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
l WF #4504 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
m WF #4594 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
n WF #8131 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
o WF #8364 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS

(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 65,204.		68,047.	-2,843.
b 29,535.		24,721.	4,814.
c 21,779.		20,788.	991.
d 9.		10.	-1.
e 36,483.		41,690.	-5,207.
f 138,242.		140,576.	-2,334.
g 393,029.		382,588.	10,441.
h 191,929.		191,929.	0.
i 274,402.		280,095.	-5,693.
j 4,705.		4,233.	472.
k 727.		430.	297.
l 11,225.		9,725.	1,500.
m 28,661.		32,796.	-4,135.
n 12,503.		12,089.	414.
o 20,623.		23,255.	-2,632.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-2,843.
b			4,814.
c			991.
d			-1.
e			-5,207.
f			-2,334.
g			10,441.
h			0.
i			-5,693.
j			472.
k			297.
l			1,500.
m			-4,135.
n			414.
o			-2,632.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

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THE SAM MAZZA FOUNDATION

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 WF #9129 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b WF #2999 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c WF #3182 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
d WF #4504 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
e WF #4594 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
f WF #4594 - 85 SHS NOBLE CORP	P	05/20/10	VARIOUS
g WF #8131 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
h WF #8131 - SPDR GOLD TRUST	P	VARIOUS	VARIOUS
i WF #8362 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
j WF #8364 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
k WF #9129 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
l KKR & CO LP	P	VARIOUS	VARIOUS
m KKR & CO LP	P	VARIOUS	VARIOUS
n KKR & CO LP	P	VARIOUS	VARIOUS
o KKR & CO LP	P	VARIOUS	VARIOUS

(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 39,834.		52,285.	-12,451.
b 744,783.		744,951.	-168.
c 675,018.		671,956.	3,062.
d 217,056.		180,649.	36,407.
e 133,483.		107,196.	26,287.
f 3,376.		3,100.	276.
g 81,094.		80,412.	682.
h 92.			92.
i 48,787.		31,311.	17,476.
j 104,076.		95,224.	8,852.
k 249,838.		196,925.	52,913.
l 9.			9.
m 1,250.			1,250.
n		1,881.	-1,881.
o		2,023.	-2,023.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-12,451.
b			-168.
c			3,062.
d			36,407.
e			26,287.
f			276.
g			682.
h			92.
i			17,476.
j			8,852.
k			52,913.
l			9.
m			1,250.
n			-1,881.
o			-2,023.

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	126,867.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions THE SAM MAZZA FOUNDATION	Employer identification number (EIN) or 20-3644356
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions C/O OUM & CO. - 465 CALIFORNIA ST., STE 700	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94104	

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

0 4

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

THE FOUNDATION

- The books are in the care of ▶ **P.O. BOX 14700 - SAN FRANCISCO, CA 94114**
 Telephone No. ▶ **650-355-0272** FAX No ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

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

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	20,600.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	5,600.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	15,000.

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